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LAW OFFICES OF
DAVID M. GOLDSTEIN
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DAVID M. GOLDSTEIN*

LINDA M. KNOERR

*MEMBER OF FL, NY, & NJ BARS

April 3, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002139918--5
-04/10/97--01125--004
*****70.00 *****70.00

Re: NEWCAL INVESTMENT CORP., INC.

EFFECTIVE DATE
4-3-97

To Whom It May Concern:

Enclosed please find original and two (2) copy of Articles of Incorporation for -- to be filed with the Secretary of State. I have enclosed my office account check in the sum of \$70.00, representing your fee for same.

Once filed, please return copies of same to our office. I have enclosed a self addressed stamped envelope for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Mimi Gross

Mimi Gross,
Secretary to
DAVID M. GOLDSTEIN, ESQ.

DMG/mg
Enclosures

FILED
APR 10 PM 4:05
TALLAHASSEE, FLORIDA

APR 11 1997
[Signature]

ARTICLES OF INCORPORATION
OF
NEWCAL INVESTMENT CORP., INC.

FILED
97 APR 10 PM 4:00
TALLAHASSEE

ARTICLE I - NAME

The name of this corporation is NEWCAL INVESTMENT CORP., INC.

ARTICLE II - DURATION

EFFECTIVE DATE
4-3-97

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$ 1.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

100 S. E. Second Street - Suite 2750
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN, ESQUIRE

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

1717 N. Bayshore Drive
Suite 4245
Miami, Florida 33132

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

EDWARD ELSNER
1717 N. Bayshore Drive, Suite 4245
Miami, Florida 33132

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

DAVID M. GOLDSTEIN, ESQ.
100 S. E. Second Street - Suite 2750
Miami, Florida 33131

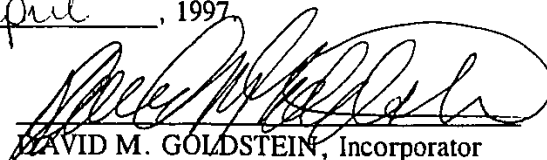
ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Law.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

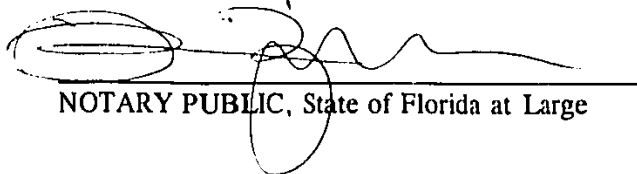
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3rd day of April, 1997.


DAVID M. GOLDSTEIN, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of April, 1997.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



DAVID M. GOLDSTEIN, ESQUIRE

FILED
97 APR 10 PM 4:06
SEC.
FALL