



THE UNITED STATES
CORPORATION
COMPANY

P97000049854

ACCOUNT NO. : 072100000032

REFERENCE : 417159 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 5, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 417159-005

CUSTOMER NO: 4303929

600002203176--3

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: DUNINVEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

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Paul E. Shapiro, of Counsel
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Craig E. Stein, of Counsel
Marr M. Watson, of Counsel
Julie A.S. Williamson, of Counsel
Zachary H. Wolff, Retired

Myrna Norman Golinsky
(305) 789-5375

June 4, 1997

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: DUNINVEST, INC.

Enclosed herewith are two duly executed originals and one copy of **ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Myrna Norman Golinsky
Legal Assistant

ARTICLES OF INCORPORATION
OF
DUNINVEST, INC..

FILED
57 JUN -5 11 00
ALLA FLORIDA

ARTICLE I

The name of the corporation is DUNINVEST, INC.. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 80 SW 8TH Street, Suite 2025, Miami, FL 33130.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 80 SW 8th Street, City of Miami, County of Dade, State of Florida, 33130 and the name of its initial registered agent at such office is Roberto Dunin.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) Director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Roberto Dunin
Director
240 Cape Florida Drive
Key Biscayne, FL 33149

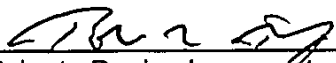
ARTICLE VII

The name of the Incorporator is Roberto Dunin and the address of the Incorporator is 240 Cape Florida Drive, Key Biscayne, Florida 33149.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd. day of June, 1997.



Roberto Dunin , Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of DUNINVEST, INC... hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Roberto Dunin

Dated: June 02, 1997

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