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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904) 385-6735  
(904) 385-6761

ACCT#: 072720000101

FAX #:

NAME: OLD CUTLER OAKS, INC. AUDIT NUMBER.....H97000009619 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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EFFECTIVE DATE 6/10/97

ARTICLES OF INCORPORATION  
OF

OLD CUTLER OAKS, INC.

ARTICLE I

NAME

The name of this corporation shall be:

OLD CUTLER OAKS, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of this corporation shall  
be:

2121 Ponce de Leon Blvd, Ste. 650  
Coral Gables, Florida 33134

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of  
common stock, which shall be designated "Common Shares".

PREPARED BY:  
PETER M. HODKIN, ESQ.  
2101 W. COMMERCIAL BLVD., STE. 4100  
FORT LAUDERDALE, FLORIDA 33309  
FLORIDA BAR NO. 287814  
TELEPHONE: (954) 735-0000

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309, and the initial registered agent of this corporation at that address is Peter M. Hodkin.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but there shall never be less than four directors. The names and addresses of the initial Directors of this corporation are:

Stuart I. Meyers	2121 Ponce de Leon Blvd. Suite 650 Coral Gables, FL 33134
Jorge Lopez	2121 Ponce de Leon Blvd. Suite 650 Coral Gables, FL 33134
Edward L. Hieberman	800 North Miami Avenue Suite 1506 Miami, FL 33136
Jay Ziv	800 North Miami Avenue Suite 1506 Miami, FL 33136

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is Peter M. Hodkin, 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, Florida 33309.

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ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of June, 1997.

  
PETER M. HODKIN

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 9TH DAY OF JUNE, 1997.

  
PETER M. HODKIN

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared PETER M. HODKIN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of OLD CUTLER OAKS, INC., and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me.

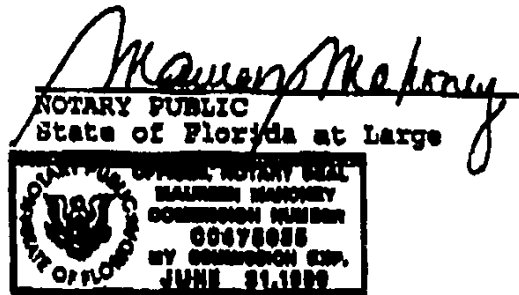
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IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal in the county and state aforesaid this  
9th day of June, 1997.

My Commission Expires:

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