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June 19, 1997

FILED
97 JUN 20 PM 2:11
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
Tel (904) 488-9000

VIA AIRBORNE EXPRESS
Airbill No. 9849883116

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Noric/Sandestin Ventures, Inc.

Enclosed please find one original and two copies of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing for the new corporation. I have enclosed a check made payable to the "Division of Corporations" in the amount of \$131.25, which consists of the \$70.00 filing fee, \$52.50 for the certified copy and \$8.75 for the certificate of good standing.

My return address is:

Mary Ann Y. David, Esquire
c/o Rosen Associates
215 S.W. LeJeune Road
Miami, Florida 33134-1799
(305) 446-5663

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Should you have any questions, please call me directly. Thank you very much.

Very truly yours,

AL JUN 2 1997

Mary Ann Y. David

Mary Ann Y. David
Legal Counsel

Enclosures

**ARTICLES OF INCORPORATION
OF
NORIC/SANDESTIN VENTURES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be Noric/Sandestin Ventures, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have two (2) directors. 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 name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

RICHARD OLSON
215 S.W. LeJeune Road
Miami, Florida 33134

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is:

Mary Ann Y. David, Esquire
215 S.W. LeJeune Road
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of June, 1997.



MARY ANN Y. DAVID, Subscriber

STATE OF FLORIDA §
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COUNTY OF DADE §

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

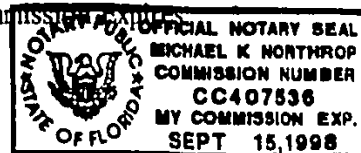
BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 19th day of June, 1997.

Michael K. Northrop
Notary Public, State of Florida

Michael K. Northrop
Type/Print/or Stamp Name of Notary

My Commission Expires



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for Noric/Sandestin Ventures, Inc., and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 19th day of June, 1997.

Mary Ann Y. David
Mary Ann Y. David