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*Aventura-207 Investors/GP, Inc.*  
NAME: AVENTURA INVESTORS OF DADE/GP, INC.

AUDIT NUMBER.....H97000010982

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 3, 1997

GUNSTER, YOAKLEY, ET AL.

*207 Investors/CP*  
SUBJECT: AVENTURA ~~INVESTORS OF TRADE/CP~~, INC.  
REF: W97000015469

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ARTICLES OF INCORPORATION  
OF  
AVENTURA-207 INVESTORS/GP, INC.

Article I

Name

The name of the corporation is Aventura-207 Investors/GP, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be:

c/o TPC Capital Advisors  
341 Broad Street  
Clifton, NJ 07103

Stephen G. Vogelsang, Esq.  
FL BAR #0814424  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
777 S. Flagler Dr., Suite 600E  
West Palm Beach, FL 33401  
(561) 655-1980

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The mailing address of the corporation shall be:

c/o TPC Capital Advisors  
341 Broad Street  
Clifton, NJ 07103

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 777 S. Flagler Drive, Suite 500E, West Palm Beach, FL 33401, and the name of the initial registered agent of the corporation at that address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

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

Stephen G. Vogelaang    777 S. Flagler Drive  
Suite 500E  
West Palm Beach, FL 33401

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Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 807.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a

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director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

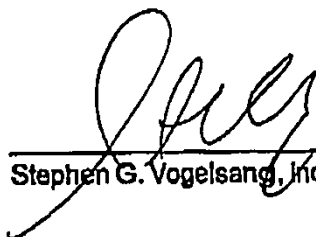
Amendment

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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
\_\_\_\_\_  
Stephen G. Vogelsang, Incorporator

DATED: July 3, 1997

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Aventura-207 Investors/GE, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By: Michael V. Mitrione  
Michael V. Mitrione, Vice President

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