

PA 7000064216

Berger
Davis &
Singerman
Professional Association

ONE Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

July 23, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002247646--3
-07/25/97--01040--004
*****70.00 *****70.00

Re: CAV Equity Partners, Inc.
CAV Equity Partners, Ltd.
Our File Nos. 4557.001/4556.001

Dear Sir or Madam:

Enclosed for filing are the original and a duplicate copy of the Articles of Incorporation of the above-referenced proposed corporation. Also enclosed is a check in the amount of \$70.00 for the filing fee.

Also enclosed for filing are the original and a duplicate copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced proposed limited partnership. Also enclosed is a check in the amount of \$175.00 for the filing fee.

PLEASE NOTE THAT THE ARTICLES OF INCORPORATION MUST BE FILED PRIOR TO THE CERTIFICATE OF LIMITED PARTNERSHIP SINCE THE CORPORATION IS THE GENERAL PARTNER OF THE LIMITED PARTNERSHIP.

Please return "filed" stamped copies of the Articles and Certificate to the undersigned.

Sincerely,

BERGER DAVIS & SINGERMANN

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.
cc: Mr. Craig M. Balaban (w/encs.)
Nick Jovanovich, Esq.

FILED
97 JUL 24 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

File 15T

RECEIVED
97 JUL 24 PM 12:22
46/42/L
JL

ARTICLES OF INCORPORATION
OF
CAV EQUITY PARTNERS, INC.
A FLORIDA CORPORATION

FILED
97 JUL 24 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CAV Equity Partners, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

1212 South Andrews Avenue
Fort Lauderdale, FL 33316-1886

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1212 South Andrews Avenue, Fort Lauderdale, Florida, 33316-1886, and the name of the initial Registered Agent of the Corporation at that address is Michael S. Lever.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
CRAIG M. BALABAN	1212 South Andrews Avenue Fort Lauderdale, FL 33316-1886
GEORGE H. CLAHANE	1212 South Andrews Avenue Fort Lauderdale, FL 33316-1886
MICHAEL S. LEVER	1212 South Andrews Avenue Fort Lauderdale, FL 33316-1886

D. ROBERT SCHWARTZ

1212 South Andrews Avenue
Fort Lauderdale, FL 33316-1886

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name

Address

NICK JOVANOVIICH, ESQ.

c/o Berger Davis & Singerman
100 N.E. 3rd Avenue, Suite 400
Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of July, 1997.



NICK JOVANOVIICH, ESQ.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

FILED

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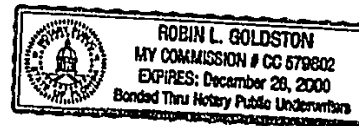
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 23rd day of July, 1997, by Nick Jovanovich, Esq.

(X) Personally known to me; or
() Produced Identification; Type of Identification
produced _____.

NOTARY PUBLIC:

Sign: Robin L. Goldston
Print Name: Robin L. Goldston
Commission No.: CC 579802
My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of CAV Equity Partners, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of CAV Equity Partners, Inc.

Date: July 23, 1997

Michael S. Lever
MICHAEL S. LEVER
Initial Registered Agent