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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

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

FAX #:

NAME: ZUCKERMAN PORTOFINO, INC. AUDIT NUMBER.....H97000012960 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ZUCKERMAN PORTOFINO, INC.

ARTICLE I

NAME

The name of this corporation shall be:
ZUCKERMAN PORTOFINO, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of this corporation shall
be:

6650 NW 41st Street
Coral Springs, Florida 33067

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. Modkin.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have three 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 three directors. The names and addresses of the initial Directors of this corporation are:

Andrew Zuckerman	6650 NW 41st Street Coral Springs, FL 33067
David Zuckerman	6650 NW 41st Street Coral Springs, FL 33067
Steven Zuckerman	6650 NW 41st Street Coral Springs, FL 33067

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is Peter M. Modkin, 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 7th day of August, 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 7th DAY OF AUGUST, 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 EUCKERMAN PORTOFINO, 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
7th day of August, 1997.

Laura Moreno
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

53067



LAURA MORENO
MY COMMISSION & CERTIFICATE EXPIRES
October 31, 1997
EXPIRES THREE YEARS FROM EXPIRATION, 1997

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