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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: HIRSH, WALD, BORDO, MORENO, P.A. REC'D: 076150082103
CONTACT: HIRSH, WALD, BORDO, MORENO, P.A. FAX #: (305)358-5928
PHONE: (305)358-5928

NAME: CLINTON INTERNATIONAL II, INC.
AUDIT NUMBER.....H9700015055
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLINTON INTERNATIONAL II, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is CLINTON INTERNATIONAL II, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting.

THIS INSTRUMENT PREPARED BY:
Gerald J. Biundo, Esq.
FL Bar #: 154713
Murai Wald Biundo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V
**INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation at that address is Stewart Marcus. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Stewart Marcus, 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial director is:

Stewart Marcus
3225 Aviation Avenue
Suite 700
Coconut Grove, FL 33133

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

Stewart Marcus
Stewart Marcus

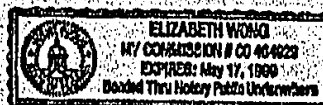
STATE OF FLORIDA }
COUNTY OF DADE } SS.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stewart Marcus known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

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

Elizabeth Wong
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Elizabeth Wong
Commission No.

My Commission expires:



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CERTIFICATE OF REGISTERED AGENT
OF
CLINTON INTERNATIONAL II, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That Clinton International II, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coconut Grove, County of Dade, State of Florida, has named Stewart Marcus located at 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133 as its agent to accept service of process within this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 9th day of September, 1997.

Stewart Marcus
STEWART MARCUS

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