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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: MIRAMAR MARINA CORP.
AUDIT NUMBER.....H97000015359
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION
OF
MIRAMAR MARINA CORP.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is MIRAMAR MARINA CORP. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is One Bayfront Plaza, Suite 1100, 100 S. Biscayne Boulevard, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is One Bayfront Plaza, Suite 1100, 100 S. Biscayne Boulevard, Miami, Florida 33131 and the registered agent at that address is: Tibor Hollo.
- FIFTH: The name and address of the incorporator of the Corporation is: Tibor Hollo, One Bayfront Plaza, Suite 1100, 100 S. Biscayne Boulevard, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

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PREPARED BY:
MARWIN S. CASSEL
Florida Bar Number 0012713
Browl and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
P. 02/84

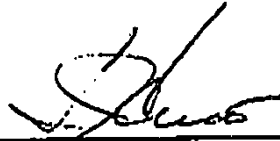
(305)-373-9400

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Tibor Hollo
One Bayfront Plaza
Suite 1100
100 S. Biscayne Boulevard
Miami, Florida 33131

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 1997.



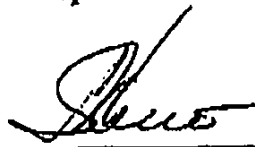
Tibor Hollo, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Tibor Hollo, Individually

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