

**P97000080416**  
**HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY**

PROFESSIONAL ASSOCIATION  
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September 15, 1997

Via Airborne Courier

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

700002294447--7  
-09/16/97--01053--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Green Mansion, Inc.

Dear Sir/Madame:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 representing the filing fees for the Articles of Incorporation and the Registered Agent's Acknowledgment, a certified copy and certificate.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Jackie Gerstenfeld  
Corporate Legal Assistant

/jg  
Enclosures

cc: G. David Hicks  
Louise Firestone  
Richard Zelman (Firm)

FILED  
97 SEP 16 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 9/17/97

FILED

97 SEP 16 AM 9:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GREEN MANSION, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the corporation is **Green Mansion, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The street address of the initial principal office is c/o Credit Suisse First Boston, Miami Agency, 601 Brickell Key Drive, Tenth Floor, Miami, Florida 33131.

**ARTICLE III**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 100 shares of Common Stock with \$1.00 par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

#### ARTICLE IV

##### REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Legal Assets, Inc.

The street address of the initial registered office of this corporation is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

#### ARTICLE V

##### INCORPORATOR

The name and address of the Incorporator is Richard M. Zelman, Esquire, Hornsby, Sacher, Zelman, Stanton, Paul & Bailey, P.A., 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

#### ARTICLE VI

##### DURATION

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

#### ARTICLE VII

##### NATURE OF BUSINESS

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

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The corporation shall have three initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

G. David Hicks  
c/o Credit Suisse First Boston  
601 Brickell Key Drive  
Tenth Floor  
Miami, Florida 33131

Christa Green  
c/o Credit Suisse First Boston  
601 Brickell Key Drive  
Tenth Floor  
Miami, Florida 33131

Jossie Martinez  
c/o Credit Suisse First Boston  
601 Brickell Key Drive  
Tenth Floor  
Miami, Florida 33131

## ARTICLE IX

### BYLAWS


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

## ARTICLE X

### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of September 1997.

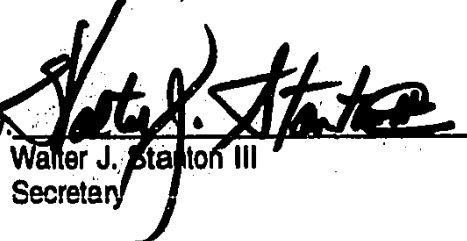
  
RICHARD M. ZELMAN, INCORPORATOR

ACKNOWLEDGMENT

Having been named as registered agent for Green Mansion, Inc., at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 15th day of September, 1997.

LEGAL ASSETS, INC.

By:   
Walter J. Stanton III  
Secretary

FILED  
97 SEP 16 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA