

	ACCOUNT NO. :		
SORPORATION SOLVEN			
GSG \ THE UNITED STATES			

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REFERENCE: 573864 7128835

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: October 22, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 573864-005

7128835 CUSTOMER NO:

CUSTOMER: Carol Truel, Esq HOLLAND & KNIGHT

2600 North Military Trail

Suite 270

Boca Raton, FL 33431

FMMM

NAME:

OCEANFRONT DEVELOPMENT, INC.

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 22, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607

SUBJECT: OCEANFRONT DEVELOPMENT, INC.

Ref. Number: W97000024082

RESUBMIT

Please give original submission date as file date.

We have received your document for OCEANFRONT DEVELOPMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

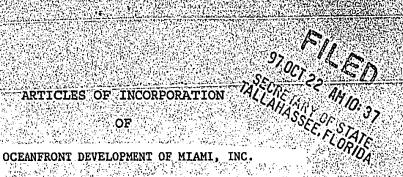
If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng Document Specialist

Letter Number: 597A0005157

RECEIVED

OCT 24 AH II: 32



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

OCEANFRONT DEVELOPMENT OF MIAMI, INC.

The address of the principal office of this corporation shall be:

c/o Claudio Stivelman Suite 2980 Two So. Biscayne Boulevard Miami,FL 33131

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be:

2600 N. Military Trail Suite # 270 Boca Raton, FL 33431

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Richard S. Lehman, Esq. 2600 N. Military Trail Suite 270 Boca Raton, FL 33431 IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 21st day of October, 1997.

RICHARD S. LEHMAN

ACCEPTANCE OR REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

RICHARD S. LEHMAN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

RICHARD S. LEHMAN

BOC-438

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SECRE IART OF STATE
ALLAHASSEE, FLORID.