



THE UNITED STATES
CORPORATION
COMPANY

RECEIVED

97 NOV 19 AM 11:20

DIVISION OF CORPORATIONS

ACCOUNT NO. : 0721000000 CORPORATION

REFERENCE : 606024 4303929

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : November 19, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 606024-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN

LIPOFF ROSEN & QUENTEL, P. A.
21st Floor

1221 Brickell Avenue
Miami, FL 33131-3238

900002351789--0

DOMESTIC FILING

NAME: U.S. COMMERCIAL REALTY GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

11/19/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 12:01

ARTICLES OF INCORPORATION

OF

U.S. COMMERCIAL REALTY GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 12:01

ARTICLE I

The name of the corporation is U.S. COMMERCIAL REALTY GROUP, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Richard Giusto, 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Wayne Schuchts
c/o Richard Giusto
1221 Brickell Avenue, Suite 2400
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Richard Giusto and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of November, 1997.



Richard Giusto, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of U.S. COMMERCIAL REALTY GROUP, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



By: Karen Rozar, as Agent

Dated: November 19, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 12:01