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NAME: FUND HC, INC.

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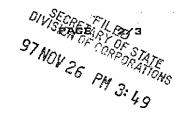
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ARTICLES OF INCORPORATION

OF

FUND HC, INC.

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation ("Articles"):

FIRST: The name of the corporation is Fund HC, Inc. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

THURD: The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: Stroock & Stroock & Lavan LLP 200 South Biscayne Boulevard, Suite 3300, Miami, Florida 33131 and the registered agent at that address is Claudia F. Haines, Esq.

FIFTH: The Corporation's purpose is to engage in any lawful activity permitted under the Florida Business Corporation Act.

SIXTH: The following individual shall serve on the Corporation's board of directors ("Board") until his successor has been elected and duly qualified:

Michael M. Adler

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 1997.

Claudia F. Haines, Incorporator

THIS INSTRUMENT PREPARED BY: Claudia F. Haines, Esq. Florida Bar No. 0055115 200 South Biscayne Boulevard Suite 3300 Miami, Florida 33131-2385 (305) 358-9900

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT



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