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ACCOUNT NO. : 072100000032

REFERENCE : 673065 4303929

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 122.50

ORDER DATE : January 19, 1998

ORDER TIME : 9:50 AM

ORDER NO. : 673065-010

500002404125--8

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: PRIMARY GENPAR, INC.
(PARK PLACE)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:42

RECEIVED
98 JAN 20 AM 8:41
DIVISION OF CORPORATIONS

1/20/98

ARTICLES OF INCORPORATION
OF
PRIMARY GENPAR, INC. (PARK PLACE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:42

ARTICLE I

The name of the corporation is PRIMARY GENPAR, INC. (PARK PLACE), (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1001 Brickell Bay Drive, 12th Floor, 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 50 percent of the persons entitled to vote 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 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Joanna Iglesias.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one 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, 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:

Bradley S. Weiss
1001 Brickell Bay Drive
12th Floor
Miami, Florida 33132

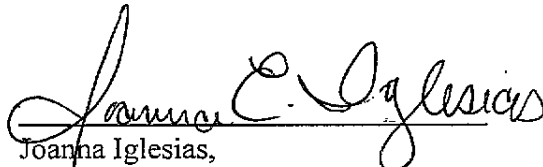
ARTICLE VII

The name of the Incorporator is Joanna Iglesias and the address of the Incorporator is 1221 Brickell Avenue, 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.

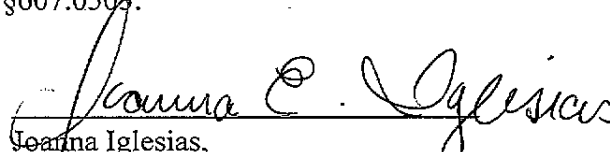
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of January, 1998.


Joanna Iglesias,
Incorporator

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98 JAN 20 AM 10:42

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PRIMARY GENPAR, INC. (PARK PLACE), hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Joanna Iglesias,
Registered Agent

Dated: January 16, 1998