

329 Granello Avenue
Coral Gables, FL 33146

Telephone 305 461 4400
Telecopier 305 461 4403

United States Registered Agents, Inc.

January 16, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

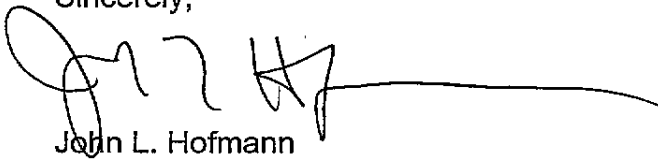
Re: Old Cutler Oaks Associates, Inc.

000002406250--7
-01/21/98--01023--006
****122.50 ****122.50

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed company.

Also enclosed is a check in the amount of \$122.50 representing the filing fee and a certified copy.

Sincerely,


John L. Hofmann

FILED
98 JAN 16 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
Old Cutler Oaks Associates, Inc.**

98 JUN 16 PM 3:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the corporation shall be: Old Cutler Oaks Associates, Inc.

Article II Principal Office

The principal place of business and mailing address of the corporation shall be:

800 North Miami Avenue
Suite 1506
Miami, Florida 33136

Article III Nature of Business

This corporation may engage in 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 IV Shares

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

1000 shares - \$1 par value

Article V Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

United States Registered Agents, Inc.
329 Granello Avenue
Coral Gables, Florida 33146

Article VI Incorporators

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

Edward L. Hibshman
800 North Miami Avenue
Suite 1506
Miami, Florida 33136

Article VII Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors are:

Edward L. Hibshman
800 North Miami Avenue
Suite 1506
Miami, Florida 33136

Jerome A. Ziv
200 S.E. 15th Road, #16D
Miami, Florida 33129

Article VIII Officers

The name and address of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

Edward L. Hibshman, President, Secretary and Treasurer
800 North Miami Avenue
Suite 1506
Miami, Florida 33136

Jerome A. Ziv, Vice President
200 S.E. 15th Road, #16D
Miami, Florida 33129

The undersigned incorporator has executed these Articles of Incorporation this 12
day of January, 1998.



Signature

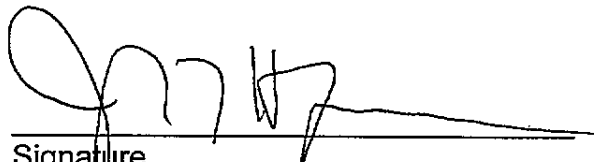
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Old Cutler Oaks Associates, Inc.
2. The name and address of the registered agent and office is:

United States Registered Agents, Inc.
329 Granello Avenue
Coral Gables, Florida 33146

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

1-12-98
Date

FILED
98 JAN 16 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA