

SCOUT MIAMI, INC.
135 Ocean Drive, #514
Miami Beach, Florida 33139

P980000017750

February 13, 1998

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-02/23/98-01136-004
***122.50 ***122.50

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of SCOUT MIAMI, INC.

Dear Sir/Madam:

Enclosed please find the following:

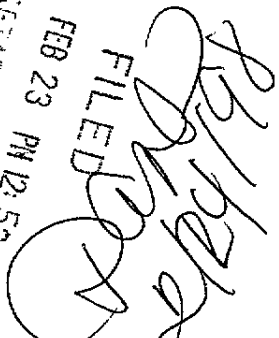
1. Original and one copy of Articles of Incorporation;
2. Our check in the amount of \$122.50 for filing of said corporation and certified copy; and
3. Pre-addressed, stamped envelope for return of the certified copy.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


ELIZABETH KELLY

EK
w/enclosures

98 FEB 23 PM 12:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF INCORPORATION
OF
SCOUT MIAMI, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age acting as incorporators under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation shall be:

SCOUT MIAMI, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is NINETY-NINE (99) shares. Such shares shall be of common stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share.

The holder of the outstanding stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE V

The principal office and mailing address of the corporation is: 135 Ocean Drive, # 514, Miami Beach, Florida 33139.

The Street address of the initial registered office of this corporation is Dadeland Square, Executive Suite 610, 7700 North Kendall Drive, Miami, Florida 33156 and the registered agent of this Corporation at that address is JERRY B. KATZEN.

ARTICLE VI

The corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time according to these Articles or by the By-Laws.

The name and address of the initial Directors of this corporation are:

M. RUSTIN ERDMAN
8353 SW 124th Street, # 104
Miami, Florida 33156

PETER E. KASTAN
135 Ocean Drive, # 514
Miami Beach, Florida 33139

ELIZABETH KELLY
3015 Orange Street
Miami, Florida 33133

ARTICLE VII

The names and addresses of the initial incorporators and the person signing these Articles is:

ELIZABETH KELLY
3015 Orange Street
Miami, Florida 33133

ARTICLE VIII

The shareholders have the power to adopt, amend, alter, change or appeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority of the voting stock issued and outstanding.

ARTICLE IX

Shares held by the shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

ARTICLE X

The shareholders shall have the preemptive right to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the stock of this corporation as may be used for money, or any property or service from time to time, in addition to that stock authorized and issued by the corporation.

ARTICLE XI

Pursuant to the affirmative vote of the holders of at least a majority of the voting stock issued and outstanding, given at a shareholder's meeting duly called for the purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease, or exchange all the property and assets of this corporation, including its good will and its corporate franchise, on such terms and conditions as the board of directors deems expedient and for the best interest of the corporation.

ARTICLE XII

The affirmative vote of a majority of the directors is required to constitute any act or decision rendered by the board of directors.

ARTICLE XIII

Any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE XIV

The presence, at any stockholders' meeting in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

ARTICLE XV

The shareholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XVI

No contract or other transaction between the corporation and one or more of its directors of any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or

ratifies such contract or transaction or because his or her or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE VII

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at a request of the corporation as a director, officer, employee, agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these Articles, or under law.

ARTICLE XVIII

Upon sufficient notice, special meetings of shareholders may be called at any time

for the purpose by any director of the corporation or the holders of fifty (50%) percent of the shares then issued and outstanding.

ARTICLE XIX

The following actions shall require the affirmative vote or written consent of the holders of at least a majority of the shares of the corporation then issued and outstanding:

A. Amendment of these Articles of Incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

B. Merger or consolidation with or into any other corporation(s) or the sale, lease conveyance, exchange, transfer or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation or winding up of the corporation.

ARTICLE XX

The shareholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on this 18 day of February, 1998.


ELIZABETH KELLY

STATE OF FLORIDA

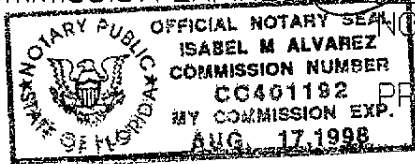
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, ELIZABETH KELLY, being the persons described in and who executed the foregoing Articles of Incorporation and they did freely and voluntarily acknowledge before me according to law that they made and subscribed to the same for the uses and purposes therein contained.

ELIZABETH KELLY is: (a) _____ personally known to me, or (b) provided the following identification: _____

WITNESS my hand and seal this 18th day of February, 1998.

MY COMMISSION EXPIRES: _____



NOTARY PUBLIC FOR FLORIDA

ISABEL M. ALVAREZ

PRINT NAME: _____

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation at Dadeland Square, Executive Suite 610, 7700 North Kendall Drive, Miami, Florida 33156 as designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 18th day of February, 1998.

JERRY B. KATZEN, ESQUIRE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED