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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: SEGALLERIA, INC.

AUDIT NUMBER.....H98000006219

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF**

SEGALLERIA, INC.

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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is : ***SEGALLERIA, INC.***
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **200** shares, at no par value and of one class.
5. The principal address and mailing address of the corporation will be: **165 N.E. 186 Terrace, Miami, Florida 33179** and the name of its initial registered agent at such address is: **Chaim Sasson.**
6. The name and address of the sole incorporator is: **Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: *March 30th, 1998.*


Jean M. Sherett
Sole Incorporator

BlumbergExcelsior
62 White St.
NY, NY 10013
212-431-5000

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ACCEPTANCE OF APPOINTMENT

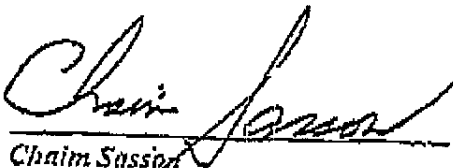
AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of

SEGALLERIA, INC. the within named corporation.

Dated: March *27th*, 1998.


By: *Chaim Sasson*
Its Agent

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BlumbergExcelsior
62 White Street
NY, NY 10013
212-431-5000

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