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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~LOIS STANLEY~~ *Gray*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ESC REAL ESTATE HOLDINGS OF SOUTH FLORIDA, I

AUDIT NUMBER.....H98000006574

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

CERT. OF STATUS...1

PAGES.....4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
ESC Real Estate Holdings of South Florida, Inc.

Article II. Address

The mailing address of the Corporation is:
ESC Real Estate Holdings of South Florida, Inc.
420 Lincoln Road, Suite 238
Miami Beach FL 33139

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Enrique Correa
420 Lincoln Road, Suite 238
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Enrique Correa

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Roger Rodriguez | FL Bar Member 841269
420 Lincoln Road, Suite 238
Miami Beach FL 33139
305-931-6666

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Roger Rodriguez
420 Lincoln Road, Suite 238
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 6, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 6, 1998.



ROGER RODRIGUEZ

by G.K. Kuroda as attorney-in-fact

Roger Rodriguez | FL Bar Member 841269
420 Lincoln Road, Suite 238
Miami Beach FL 33139
305-931-6666

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

ESC Real Estate Holdings of South Florida, Inc.

REGISTERED AGENT/OFFICE:

**Enrique Correa
420 Lincoln Road, Suite 238
Miami Beach FL 33139**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ENRIQUE CORREA

by G.K. Kuroda as attorney-in-fact

Date: April 6, 1998

**Roger Rodriguez | FL Bar Member 841269
420 Lincoln Road, Suite 238
Miami Beach FL 33139
305-931-6666**

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