



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773557 80627A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjunt

ORDER DATE : April 8, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 773557-005

CUSTOMER NO: 80627A

CUSTOMER: Alan Lorber, Esq
ALAN R. LORBER, P.A.

4th Floor
1140 Kane Concourse
Bay Harbor Isla, FL 33154-2055

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DOMESTIC FILING

NAME: GROUP NEXUS SEVEN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
of
GROUP NEXUS SEVEN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Group Nexus Seven, Inc." The initial address of the principal office of this corporation shall be 520 N. W. 26th Street, Miami, Florida 33127, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 400, 1140 Kane Concourse, Bay Harbor Islands, Florida 33154, and the name of the initial registered agent of the corporation at that address is ALAN R. LORBER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

MARCELO J. KOCHEN
520 N. W. 26th Street
Miami, FL 33127

CARLOS D. KOCHEN
520 N. W. 26th Street
Miami, FL 33127

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

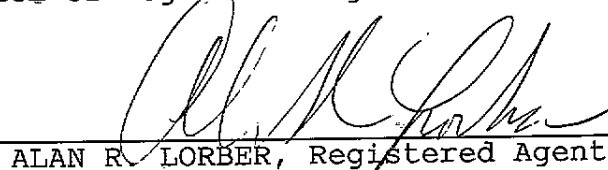
The name and street address of the incorporator to these Articles of Incorporation is: ALAN R. LORBER, Suite 400, Kane Concourse, Bay Harbor Islands, FL 33154.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7 day of April, 1998.


ALAN R. LORBER

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ALAN R. LORBER, Registered Agent