

BROAD AND CASSEL
ATTORNEYS AT LAW

P98000036952

MURRAY D. SHEAR, P.A.
MIKE SEGAL, P.A.
JEFFREY A. DEUTCH, P.A.
PATRICIA LEBOW, P.A.
C. KEN BISHOP, P.A.
ROBERT D. GATTON, P.A.
RICHARD B. MACFARLAND, P.A.
C. DAVID BROWN, II, P.A.
F. VERNON BENNETT
MARWIN S. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATILLO, P.A.
DOUGLAS L. MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
MICHAEL A. DRIBIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAFKIN
CHARLES S. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPPI, P.A.
ALAN S. LEDERMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROSEN, P.A.
ANDREW COTZIN, P.A.

KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALLGOOD, P.A.
JAMES J. WHEELER, P.A.
JEFFREY F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
PETER M. CARDILLO, P.A.
JACK R. ELLIOTT, P.A.
VIRGINIA EASLEY JOHNSON, P.A.
JOSE I. ROJAS, P.A.
JOSE A. SANTOS, JR., P.A.
NINA S. GORDON, P.A.
STEVEN ELLISON
RONALD M. GACHE, P.A.
RICHARD N. MILLAN, P.A.
LENORE SCHILLER, P.A.
ANNE NOVICK BRANAN, P.A.
A. JEFFREY ROBINSON, P.A.
DALE S. BERGMAN, P.A.
MARSHALL S. HARRIS, P.A.
ROBERT E. JOHNSON, P.A.
DAWN LANKFORD BOWLING, P.A.
KATHLEEN L. DEUTSCH, P.A.
MICHAEL P. BENNETT, P.A.
THOMAS J. PALMIERI, P.A.
GARY W. JOHNSON, P.A.

CHRISTOPHER D. ROLLE, P.A.
MARIAN W. SCHLOW, P.A.
JODI L. CHASE
DEBRA K. SMETANSKI, P.A.
JAY ADAMS, P.A.
ROY S. KOBERT, P.A.
DOUGLAS E. STARCHER, P.A.
GARY E. LEHMAN, P.A.
KENNETH EDELMAN, P.A.
JODI B. LAURENCE, P.A.
JOYCE L. ELLEN
DONALD P. DUFRESNE
JEFFREY J. SUTER
MICHAEL P. NIDO, JR.
DAVID J. POWERS
JONATHAN J. ELLIS
GENE E. CRICK, JR.
KATHERINE CASTOR
SCOTT G. MILLER
JANE B. PALMIER
FRANK H. HENRY
ROBERT ALPERT, JR.
ROBERT F. MALLETT
KEITH F. WHITE
EDGAR A. BENES
TAMARA CARMICHAEL
ROSE PARISH-RAMON

PETER M. BERNHARDT
LEIGH ANN MURVIN
LINDA C. FRAZIER
STEVE WASERSTEIN
STEVEN J. SILVERMAN
DAVID F. LEON
R. AMY BLUM
MARINA L. FONTANI
RODGER HOCHMAN
KEVIN H. SUTTON
MICHAEL MANTHEI
LESTER J. PERLING
JENNIFER A. WINEGARDNER
JANA M. YAW
CARL S. ROSEN
SCOT WARNER
MANUEL R. VALCARCEL, IV
ANDREA J. FOWLER
CAROLINE MONTANUS
LUANN M. DOMINGUEZ
TYRONE L. LUFMAN
ALBERTO DE CARDENAS
TIM M. BENTER
ROBIN E. CARNEY
STEVEN J. HEWITSON
JULI L. SIMAS

7777 GLADES ROAD
SUITE 300
BOCA RATON, FL 33434
(561) 483-7000
FAX (561) 483-7321

OF COUNSEL
SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD
I. BURTON SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GERLACH
WILLIAM P. BURNS
JEANNE K. DAMIRGIAN
LOUIS WHITEHEAD, III

* Not Admitted in Florida

April 21, 1998

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: A1A Partners, Inc.
Cote d'Azure, Ltd.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles"), and the Certificate of Designation of Registered Agent and Registered Office ("Registered Agent Certificate"), for A1A Partners, Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Name	1
Availability	
Document Examiner	<i>Let</i>
Updater	<i>Let</i>
Updater	3
Verifier	<i>Let</i>
Acknowledgement	<i>Let</i>
W. p. Verifier	

Certificate of Incorporation
filing fee
Certified copy of the Certificate
of Incorporation
Registered Agent's fee
Total
New Fla corp.
Let 4/23

\$35.00
FILING 70.00
COPY 52.50
52.50 AGENT
TOTAL 122.50
35.00
\$122.50

Also enclosed is an original and one (1) copy of the Certificate of Limited Partnership ("Ltd. Certificate") of Cote d'Azure, Ltd., an Affidavit of Capital Contributions for Florida Limited Partnership

Secretary of State

April 21, 1998

Page 2

("Affidavit"), and a check made payable to the Secretary of State in the amount of \$1,837.50, in payment for the following:

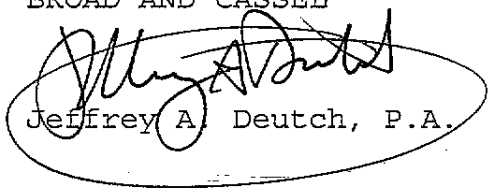
Certificate Filing Fee	\$1,750.00
Registered Agent's Fee	35.00
Certified Copy of the Certificate	<u>52.50</u>
Total	\$1,837.50 ✓

After filing the Articles, the Registered Agent Certificate, the Ltd. Certificate and the Affidavit, please return a certified copy of the filed documents to our office in the enclosed addressed stamped return envelope as soon as possible. ✓

Please do not hesitate to contact me should you have any questions.

Sincerely yours,

BROAD AND CASSEL


Jeffrey A. Deutch, P.A.

w/encls.

cc: Martin Satalino

BROAD and CASSEL

ARTICLES OF INCORPORATION

OF

A1A PARTNERS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

FILED
98 APR 23 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be A1A Partners, Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one hundred (100) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 2573 N.W. 59th Street, Boca Raton, Florida 33496.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be Martin Satalino, 2573 N.W. 59th Street Boca Raton, Florida 33496.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

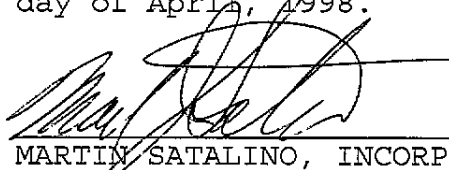
Martin Satalino
2573 N.W. 59th Street
Boca Raton, Florida 33496

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

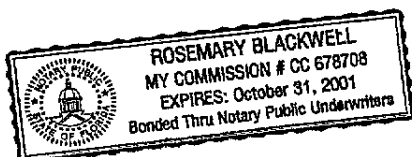
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of April, 1998.

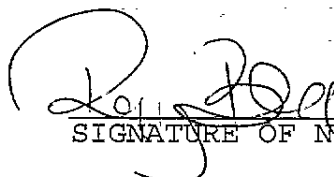

MARTIN SATALINO, INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of April, 1998, by Martin Satalino, as Incorporator of AIA Partners, Inc., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.




SIGNATURE OF NOTARY

PRINTED NAME OF NOTARY

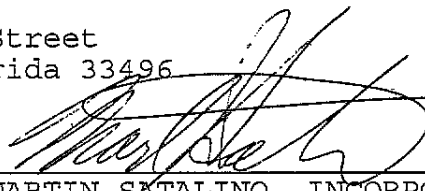
COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: A1A Partners, Inc.
2. The name and address of the registered agent and office is:

Martin Satalino
2573 N.W. 59th Street
Boca Raton, Florida 33496



MARTIN SATALINO, INCORPORATOR

Dated this 21st day of April, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



MARTIN SATALINO

Dated this 21st day of April, 1998.

FILED
98 APR 23 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA