

P9800000 38375

ITTER & CHUSID

ATTORNEYS AT LAW

THE NATIONSBANK PLAZA

7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
MITCHEL CHUSID*
KEITH A. GOLDBLUM

(561) 394-2180
BROWARD: (954) 920-0223
FAX: (561) 394-2582

OF COUNSEL:
WARREN J. KOZLOW
CAROLYN ANNE PICKARD

DADE OFFICE:
SUITE 610
ALHAMBRA INTERNATIONAL CENTER
255 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134

*Also Admitted in New York

April 22, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002501233--4
-04/27/98--01073--018 I
***122.50 ***122.50

Re: The Marbella Corp.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for The Marbella Corp., together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza

Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

/cm

Enclosures

Dmc
4/23/98

FILED
98 APR 27 AM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION 98 APR 27 AM 2:24
OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA
THE MARBELLA CORP.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

THE MARBELLA CORP. (the "Corporation")

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI

NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the initial sole member of the Board of Directors are:

Murray Weinstein
7000 West Palmetto Park Road
Suite 400
Boca Raton, Florida 33433

Howard Weinstein
7000 West Palmetto Park Road
Suite 400
Boca Raton, Florida 33433

ARTICLE VIII

INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is Gregory J. Ritter, 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of April, 1998.


GREGORY J. RITTER

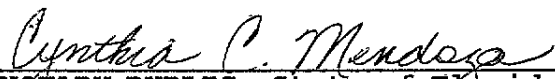
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of April, 1998, by GREGORY J. RITTER as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:



Cynthia C. Mendoza
MY COMMISSION # CC577313 EXPIRES
August 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza

[SEAL]

FILED

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
98 APR 27 AM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

THE MARBELLA CORP., a corporation being organized under the laws of the State of Florida, designates 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as its registered office and has named Gregory J. Ritter as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for THE MARBELLA CORP. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: _____

REGISTERED AGENT