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P9800000 39461

April 28, 1998

File No. 20029.0008

VIA FEDERAL EXPRESS OVERNIGHT MAIL

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

RE: MA South Beach Investments, Inc.

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 ("Certificate") for MA South Beach Investments, Inc. and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

After filing, please return a certified copy of the Articles and Certificate to us in the enclosed addressed stamped return envelope as soon as possible.

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 881-8810
Telecopy (904) 681-9792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 655-1109

900 East Ocean Blvd.
Suite 123
Stuart, Florida 34994
(407) 283-3000
Telecopy (407) 283-9622

FILED

98 APR 29 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

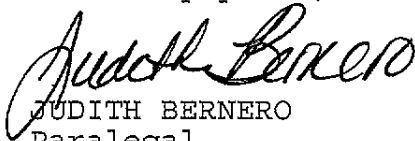
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Secretary of State
Division of Corporations
April 28, 1998
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Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,


JUDITH BERNERO
Paralegal

e-mail<judyp@broadandcassel.com>
JB/

w/encls.

cc: Edward Mashek
Steven L. Wasserstein, Esq.

BROAD and CASSEL

ARTICLES OF INCORPORATION

OF

MA SOUTH BEACH INVESTMENTS, INC.

FILED
98 APR 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

NAME

The name of this corporation shall be MA South Beach Investments, 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 8018 Pebble Creek Lane East, Ponte Vedra Beach, FL 32082.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Gabriel L. Imperato, Esq.
c/o Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

ARTICLE VII

INCORPORATOR

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

Steve L. Waserstein, Esq.
c/o Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

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 23rd day of April, 1998.



STEVE L. WASERSTEIN, ESQ.,
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 23rd day of April, 1998, by Steve L. Waserstein, Esq., as Incorporator

of MA South Beach Investments, Inc., who is personally known to me and who did not take an oath.



Traci L. Lewis

SIGNATURE OF NOTARY

Traci L. Lewis

PRINTED NAME OF NOTARY

9/7/2001

COMMISSION EXPIRES

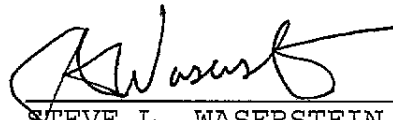
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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: MA South Beach Investments, Inc.

2. The name and address of the registered agent and office is:


Gabriel L. Imperato, Esq.
c/o Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394


STEVE L. WASERSTEIN, ESQ.
INCORPORATOR

FILED
98 APR 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dated this 23rd 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.


GABRIEL L. IMPERATO, ESQ.

Dated this 23rd day of April, 1998.