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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: 501 SW DOUGLAS ROAD, INC.

AUDIT NUMBER.....H98000008432

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1998

EMPIRE

SUBJECT: 501 SW DOUGLAS ROAD, INC.
REF: W98000010001

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ARTICLES OF INCORPORATION
OF
501 SW DOUGLAS ROAD, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation hereby form
a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: 501 SW Douglas Road, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles
Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of
Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value
which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 2462 Coral Way,
Miami, Florida 33145.

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
305/854-3314
Florida Bar No. 273430

- Page 1 -

Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1885 TELEFAX: (305) 854-3314

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ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

ARTICLE VII

The corporation shall have four (4) directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The names and addresses of the initial directors of this corporation are:

F. Javier Juncadella, 535 Santander Avenue, Coral Gables, Florida 33134;
John C. Roettger, 516 Hardee Road, Coral Gables, Florida 33146;
Gordon G. Gross, 498 NE 8 Street, Boca Raton, Florida 33431; and
Robert L. Poetzinger, 5782 NW 48 Drive, Coral Springs, Florida 33067.

ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX

The names and addresss of the incorporators are:

F. Javier Juncadella, 535 Santander Avenue, Coral Gables, Florida 33134;
John C. Roettger, 516 Hardee Road, Coral Gables, Florida 33146;
Gordon G. Gross, 498 NE 8 Street, Boca Raton, Florida 33431; and
Robert L. Poetzinger, 5782 NW 48 Drive, Coral Springs, Florida 33067.

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

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Samuel Spencer Blum

ATTORNEY AT LAW

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ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 1st day of May, 19 98.

F. Javier Juncadella
F. Javier Juncadella, Incorporator

John C. Roetiger
John C. Roetiger, Incorporator

Gordon G. Gross
Gordon G. Gross, Incorporator

Robert L. Poetzing
Robert L. Poetzing, Incorporator

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Samuel Spencer Blum
ATTORNEY AT LAW

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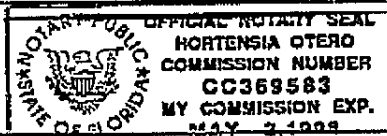
STATE OF FLORIDA)

: ss.

COUNTY OF MIAMI-DADE)

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The foregoing instrument was acknowledged before me this 1st day of May, 1998, by F. Javier Juncadella, John C. Roettger, Gordon G. Gross, and Robert L. Poetzinger, personally known to me or who have produced as identification.



Print Notary's name and commission number

A handwritten signature in dark ink, appearing to be 'Hortensia Otero', written over a horizontal line.

Notary Public, State of Florida at Large

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H08000008432

Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1865 TELEFAX: (305) 854-3314


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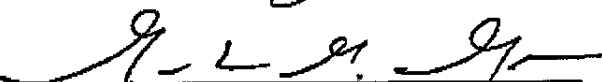
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that 501 SW Douglas Road, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.


F. Javier Juncadella, Incorporator


John C. Roettger, Incorporator


Gordon G. Gross, Incorporator


Robert L. Poetzinger, Incorporator

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.


Samuel Spencer Blum

SSB/mbf
April 28, 1998
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Samuel Spencer Blum
ATTORNEY AT LAW

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