

5/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: GAMI OCEANFRONT, INC.

AUDIT NUMBER.....H98000008958

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

CERT. OF STATUS..1

PAGES..... 4

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* Please note parties are
same as "GAMI OCEANFRONT LIMITED
PARTNERSHIP I" - NAME OK PER.

BOBBIE C.

Thanks

Luis.

F. CHESSEY MAY 13 1998

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
GAMI Oceanfront, Inc.

Article II. Address

The mailing address of the Corporation is:
GAMI Oceanfront, Inc.
4900 Powerline Road
Ft. Lauderdale FL 33309

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Michael D. Gallinar
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jay Joshi

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Michael D. Gallinar | FL Bar Member 770973
Adams, Gallinar & Iglesias P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Michael D. Gallinar
Adams, Gallinar & Iglesias P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 12, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 12, 1998.



MICHAEL D. GALLINAR
by L.A. Uriarte as attorney-in-fact

Michael D. Gallinar | FL Bar Member 770973
Adams, Gallinar & Iglesias P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

GAMI Oceanfront, Inc.

REGISTERED AGENT/OFFICE:

**Michael D. Gallinar
701 Brickell Avenue
Suite 2150
Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MICHAEL D. GALLINAR
by L.A. Uriarte as attorney-in-fact

Date: May 12, 1998

**Michael D. Gallinar | FL Bar Member 770973
Adams, Gallinar & Iglesias P.A.
701 Brickell Avenue
Suite 2150
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