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TO: DIVISION OF CORPORATIONS
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FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
075467000342

ACCT#:

CONTACT: BETH A MARLEY
PHONE: (305) 358-5000
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FAX #:

NAME: OCEANIA BEACHES DEVELOPMENT CORP.

AUDIT NUMBER.....H98000010674

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

OF

OCEANIA BEACHES DEVELOPMENT CORP.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

OCEANIA BEACHES DEVELOPMENT CORP.

ARTICLE II

The mailing address of the corporation is:

201 South Biscayne Boulevard
Suite 900
Miami, FL 33131

The address of the principal office is:

201 South Biscayne Boulevard
Suite 900
Miami, FL 33131

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

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

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

Michael Steven Greene, Esq.
Florida Bar No. 293441
Zuckerman Spaeder Taylor & Evans, LLP
201 S. Biscayne Blvd., Suite 900
Miami, FL 33131
(305) 358-5000

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ARTICLE VI

The address of the initial registered office is 201 South Biscayne Boulevard, Miami Center – Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is Michael Steven Greene, who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, whose name and address is:

Michael Steven Greene
201 South Biscayne Boulevard
Suite 900
Miami, FL 33131

ARTICLE IX

The name and address of the Incorporator is:

Michael Steven Greene
201 South Biscayne Boulevard
Miami Center – Suite 900
Miami, Florida 33131

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Michael Steven Greene, being the Incorporator of this corporation, make and file these Articles of Incorporation this 5th day of June, 1998.


MICHAEL STEVEN GREENE, INCORPORATOR

H98000010674

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, *FLORIDA STATUTES*, THE FOLLOWING IS SUBMITTED:

OCEANIA BEACHES DEVELOPMENT CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS APPOINTED MICHAEL STEVEN GREENE, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. OCEANIA BEACHES DEVELOPMENT CORP. HAS A BUSINESS OFFICE IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:

Michael Steven Greene
201 South Biscayne Boulevard
Miami Center - Suite 900
Miami, Florida 33131


MICHAEL STEVEN GREENE, INCORPORATOR

WRITTEN ACCEPTANCE BY AGENT

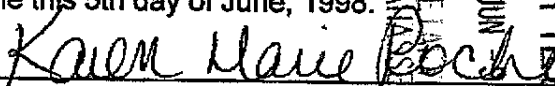
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE
CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE
PROVISIONS OF SECTION 48.091, *FLORIDA STATUTES*.


MICHAEL STEVEN GREENE, AS REGISTERED
AGENT FOR OCEANIA BEACHES DEVELOPMENT
CORP.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 5th day of June, 1998.

[NOTARIAL SEAL]


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
KAREN MARIE ROCHE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC451735
MY COMMISSION EXP. MAY 7, 1999

98 JUN 8 51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA