

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-38-1666
Facsimile: 305-38-8755

P98000057743
June 25, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000002573690--1
-06/26/98--01080--017
****122.50 ****122.50

CWS

Re: Codina West Dade Development Corp. No. 6

Dear Sirs:

Enclosed is an original and a copy of the Articles of Incorporation, of the above referenced corporation, for filing with the Florida Department of State. Also, enclosed is a check for \$122.50, which amount represents payment of the following:

- | | |
|-------------------------------|--------------|
| 1. Filing fee | \$ 35.00 |
| 2. Registered agent fee | 35.00 |
| 3. Certified copy of articles | <u>52.50</u> |
| | \$122.50 |

Please return a certified copy of the Articles of Incorporation to my attention, in the self-addressed envelope provided, as soon as they have been filed.

Thank you for your assistance in this matter.

Very truly yours,

Elizabeth Doddridge
Elizabeth Doddridge
Legal Assistant

FILED
98 JUN 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

One Battery Park Plaza
New York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1300 I Street, N.W.
Washington, D.C.
20005-3306
202-408-3600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

CB
6/25/98
5

ARTICLES OF INCORPORATION
OF
CODINA WEST DADE DEVELOPMENT CORP. NO. 6

FILED
98 JUN 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is:

CODINA WEST DADE DEVELOPMENT CORP. NO. 6.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of this corporation's initial principal office is:

Two Alhambra Plaza, PH II
Coral Gables, Florida 33143

EFFECTIVE DATE
10-25-98

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, each at \$0.01 par value.

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation shall be:

Henry Befeler
Two Alhambra Plaza, PH II
Coral Gables, Florida 33143

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of this corporation and his address is:

Armando Codina
Two Alhambra Plaza, PH II
Coral Gables, Florida 33143

ARTICLE VII

OFFICERS

The name and position of the initial officers of this corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Armando Codina	President
Henry Befeler	Vice President/Treasurer/Secretary
O. Ford Gibson	Vice President
Rafael Romero	Vice President
Eric D. Swanson	Vice President

ARTICLE VIII

INCORPORATOR

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

Eric D. Rapkin, Esq.
c/o Hughes Hubbard & Reed LLP
201 South Biscayne Blvd., Suite 2500
Miami, Florida 33131

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE XI

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has executed these Articles of Incorporation this 25th day of June, 1998.

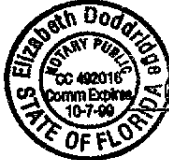
Eric D. Rapkin

Eric D. Rapkin, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Eric D. Rapkin, who is personally known to me or who has produced satisfactory evidence of identification and known by me to be the person who executed the foregoing Articles of Incorporation of Codina West Dade Development Corp. No. 6.

SWORN TO AND SUBSCRIBED before me this 25th day of June, 1998.



Elizabeth Doddridge
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Codina West Dade Development Corp. No. 6 hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

This acceptance is dated the 25th day of June, 1998.


Henry Befeler, Registered Agent

FILED
98 JUN 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA