



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 891762 4611296

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigut

ORDER DATE : July 15, 1998

ORDER TIME : 11:56 AM

ORDER NO. : 891762-005

CUSTOMER NO: 4611296

CUSTOMER: Amal Raad, Esq
EATON & VAN WINKLE

600 Third Avenue
39th Floor.
New York, NY 10016

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 PM 2:34

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DOMESTIC FILING

NAME: GT MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

g 7/16/98

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EFFECTIVE DATE

7/10/98

ARTICLES OF INCORPORATION

OF

GT MIAMI, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is GT Miami, Inc.

SECOND: The street address of the principal office of the Corporation is 36 N.E. 2nd Avenue, Miami, Florida 33132. The mailing address of the Corporation is 60 Hudson Street, Suite 1107, New York, New York 10013, Attention: Melissa Craig.

THIRD: The number of shares that the Corporation is authorized to issue is one hundred (100), all of which are without par value and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Neil Stevenson, Esq.
c/o Eaton & Van Winkle
600 Third Avenue
New York, New York 10016-2078

SIXTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which Corporations may be organized under the Florida Business Corporation Act, are as follows:


To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

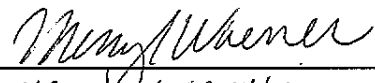
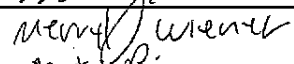
NINTH: The corporate existence of the Corporation shall begin within 5 business days prior to the date of filing.

Signed on July 8, 1998.


Neil Stevenson
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name:  Merry Wiener, Asst. VP
Title: Asst VP
Date: 7/15/98

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