



THE UNITED STATES
CORPORATION
COMPANY

P98000095065

ACCOUNT NO. : 072100000032

REFERENCE : 026819 4303929

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : November 10, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 026819-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

400002684234--0

DOMESTIC FILING

NAME: RW RIDGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 12:40

RECEIVED
98 NOV 10 AM 10:39
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

KW RIDGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 12:40

ARTICLE I

The name of the corporation is KW RIDGE, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is Towers of Oceanview, 400 Leslie Drive, Suite 215, Hallandale, Florida 33009.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, 21st Floor, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Kevin Carmichael.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the

initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Kenneth Wolofsky
Towers of Oceanview
400 Leslie Drive, Suite 215
Hallandale, Florida 33009

ARTICLE VII

The name of the Incorporator is Kevin Carmichael and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

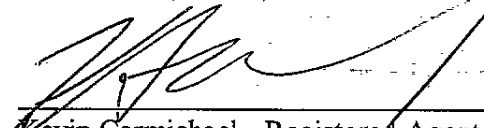
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of November, 1998.



Kevin Carmichael - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of KW RIDGE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Kevin Carmichael - Registered Agent

Dated: November 9, 1998

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98 NOV 10 PM 12:40