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ST. LOUIS & MARTINEZ, P.A.

ATTORNEYS AT LAW

THE COLONNADE, SUITE 710

2333 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-7344

FACSIMILE (305) 444-7446

P98000105486

December 16, 1998

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

500002714875--3
-12/17/98--01095--007
****122.50 *****78.75

Re: Pericles II Holding Corporation

EFFECTIVE DATE

1-16-98

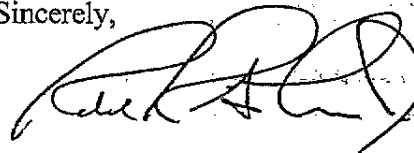
To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 4052, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Roland R. St. Louis, Jr.

RSL/jlr
Enclosures

FILED
98 DEC 17 AM 10:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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12/18

ARTICLES OF INCORPORATION
OF
PERICLES II HOLDING CORP.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
98 DEC 17 AM 10:40
FILED

EFFECTIVE DATE

1-16-98

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Pericles II Holding Corp. Its principal office and mailing address is The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

ARTICLE II - DURATION

The effective date of this Corporation shall be December 16, 1998, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida, including, but not limited to engage in real estate investment and any other lawful business activities ancillary thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock of no par value, comprised of 500 shares of Class A voting stock, and 500 shares of Class B non-voting stock.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Roland R. St. Louis, Jr.	The Colonnade, Suite 710 2333 Ponce de Leon Boulevard Coral Gables, Florida 33134

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

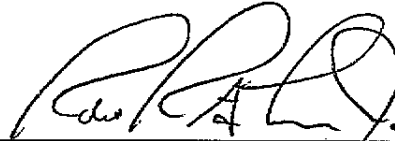
The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Roland R. St. Louis, Jr.

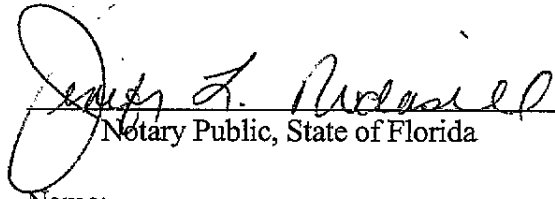
The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134



Roland R. St. Louis, Jr., Incorporator

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

The foregoing Articles of Incorporation of Pericles II Holding Corp. were acknowledged before me this 16th day of December, 1998, by Roland R. St. Louis, Jr., who is well known to me, as Incorporator.

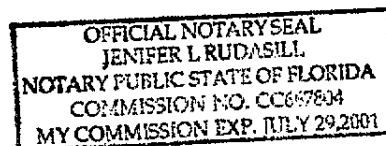

Notary Public, State of Florida

Name: _____

Commission Number: _____

My Commission Expires: _____

(Seal)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Pericles II Holding Corp., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: December 16, 1998.


ROLAND R. ST. LOUIS, JR.

FILED
98 DEC 17 AM 10:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA