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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

saturnia properties, inc.

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ARTICLES OF INCORPORATION
OF
SATURNIA PROPERTIES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: SATURNIA PROPERTIES, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:
To engage in any and all lawful business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

Manuel A. Cuadrado
Fla. Bar No. 167849
HINSHAW & CULBERTSON
200 South Biscayne Boulevard
Suite 800
Miami, Florida 33131
Tel: (305) 358-7747

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ARTICLE V- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation shall be Suite 800, 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The registered office and resident agent's office of the corporation shall be located at Suite 800, 200 South Biscayne Boulevard, Miami, Florida 33131.

The name of the registered agent at such address is: Manuel A. Cuadrado.

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the initial directors who shall hold office until their successors are elected and have qualified, are as follows:

Joanne Eichorn : Suite 800, 200 South Biscayne Boulevard
Miami, Florida 33131

Teresa Gail Sosby : Suite 800, 200 South Biscayne Boulevard
Miami, Florida 33131

The number of directors may be either increased or diminished by the By-Laws but shall never be less than one.

ARTICLE VIII - OFFICERS

The names of the officers who are to conduct the business of the corporation until those elected at the first election, are as follows:

PRESIDENT : Joanne Eichorn
SECRETARY : Teresa Gail Sosby
TREASURER : Teresa Gail Sosby

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ARTICLE IX - SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is as follows:

Manuel A. Cuadrado: Suite 800, 200 South Biscayne Boulevard
Miami, Florida 33131

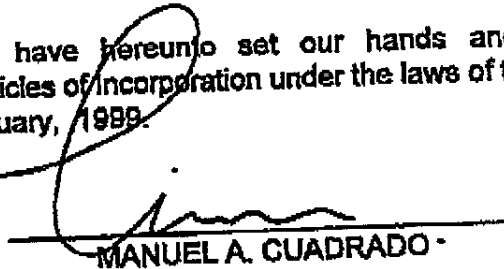
ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of the filing of these Articles of Incorporation with the office of the Secretary of State of the State of Florida.

ARTICLE XI - AMENDMENT

These Articles of incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida, this 22nd day of January, 1989.

 (Seal)
MANUEL A. CUADRADO

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared Manuel A. Cuadrado, to me well known and known to me to be the individual described in and who executed the foregoing Articles of

Manuel A. Cuadrado
Fla. Bar No. 167849
HINSHAW & CULBERTSON
200 South Biscayne Boulevard
Suite 800
Miami, Florida 33131
Tel: (305) 358-7747

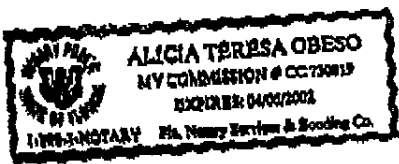
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Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 22nd day of January, 1999.

NOTARY PUBLIC



Alicia Teresa Obeso

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for: **SATURNIA PROPERTIES, INC.** at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open such office.

Date: January 22, 1999.

By: *[Signature]*
MANUEL A. CUADRADO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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