

FROM

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(MON) 2.22'99 15:32/ST. 15:31/NO. 4200000647 P 1

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Biscayne Realty Holdings II, Inc.

Certificate of Status	0
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FROM

(MON) 2.22'99 15:32/ST. 15:31/NO. 4200000647 P. 2

FAX AUDIT NO.: H99000004275 6

ARTICLES OF INCORPORATION

OF

BISCAYNE REALTY HOLDINGS II, INC.

The undersigned, acting as incorporator of **BISCAYNE REALTY HOLDINGS II, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **BISCAYNE REALTY HOLDINGS II, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is 1200 Brickell Avenue, 4th Floor, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

THIS INSTRUMENT WAS PREPARED BY:
Teresita H. Garcia, Esq.
Florida Bar No.: 0836753
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1200 Brickell Avenue, 4th Floor, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Mercedes Robaina.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Teresita H. Garcia, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

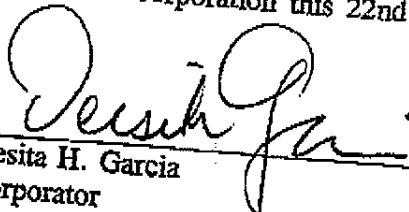
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 22nd day of February, 1999.


Teresita H. Garcia
Incorporator

FROM

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325 789 7799 TO 7676#2224 NO. 6112 P.P. 2/2

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **BISCAYNE REALTY HOLDINGS II, INC.**, desiring to organize under
the laws of the State of Florida with its initial registered office as indicated in the Articles of
Incorporation at 1200 Brickell Avenue, 4th, Miami, Florida 33131 has named Mercedes Robaina
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above,
at the place designated in this certificate, the undersigned agrees to act in that capacity, to
comply with the provisions of the Florida Business Corporation Act, and is familiar with, and
accepts, the obligations of that position.

Dated this 22nd day of February, 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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By: *Mercedes Robaina*
Mercedes Robaina, Registered Agent

MLA-703966