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P99000036683  
April 19, 1998

VIA UPS

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

FILED  
99 APR 20 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: AmeriPark Miami Dixie Corp. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

If you have any questions, please call me.

Sincerely,



Louis R. Montello

Enclosures

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

ARTICLES OF INCORPORATION  
OF  
AMERIPARK MIAMI DIXIE CORP.

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ARTICLE I

Name

The name of the corporation is AmeriPark Miami Dixie Corp. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ .01	common

ARTICLE IV

Special Meeting

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 all votes entitled to be cast 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

### Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

## ARTICLE VI

### Board of Directors

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 two, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Albert Dov Reichmann  
175 Bloor Street East, South Tower, Suite 603  
Toronto, Ontario, Canada M4W 3R8

J. Gordon McMehen  
175 Bloor Street East, South Tower, Suite 603  
Toronto, Ontario, Canada M4W 3R8

## ARTICLE VII

### Incorporator

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

## ARTICLE VIII

### Indemnification

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

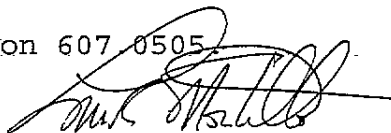
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of April, 1999. .



Louis R. Montello,  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of AmeriPark Miami Dixie Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,  
Registered Agent

April 19, 1999 .

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