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Florida Department of State

Division of Corporations

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From: Account Name : HOLLAND & KNIGHT OF MIAMI
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FLORIDA PROFIT CORPORATION OR P.A.

Biscayne 7/9 Development Associates, Inc.

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FROM

FAX AUDIT NO.: H99000010552 0

**ARTICLES OF INCORPORATION
OF
BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC.**

The undersigned, acting as Incorporator of **BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is SunTrust International Center, One Southeast Third Avenue, Suite 2300, 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.

THIS INSTRUMENT WAS PREPARED BY:
RONALD ALBERT, JR., ESQ.
Florida Bar No.: 773999
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799

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TALLAHASSEE FLORIDA

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ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 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 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

Name

Address

Micky Arison

Miami Heat Limited Partnership
SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

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Howard S. Frank

Miami Heat Limited Partnership
SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

L. Jay Cross

Miami Heat Limited Partnership
SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Ronald Albert, Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE IX. 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.

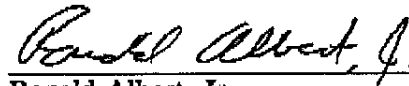
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ARTICLE X. AMENDMENTS

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 on this 4th day of May, 1999.



Ronald Albert, Jr.
Incorporator

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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 7/9 DEVELOPMENT ASSOCIATES, 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 701 Brickell Ave., Suite 3000, Miami, Florida 33131, Miami, Florida 33131 has named Intrastate Registered Agent Corporation 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 ____ day of May, 1999.

**INTRASTATE REGISTERED
AGENT CORPORATION**

By: 
Name: Steven H. Hagen
Title: Vice President

MIAS-731104

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