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THE UNITED STATES CORPORATION COMPANY

FILED

99 MAY 25 PM 1:18

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 252522 92490A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 87.50

ORDER DATE : May 25, 1999

ORDER TIME : 11:14 AM

ORDER NO. : 252522-005

100002885981--6

CUSTOMER NO: 92490A

CUSTOMER: Ms. Paola Febres
PROFILET VAZQUEZ & HESS
PROFILET VAZQUEZ & HESS
Suite 407
501 Brickell Key Drive
Miami, FL 33131

DOMESTIC FILING

NAME: CALAIS ON THE WATER, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH
5/25/99

RECEIVED
99 MAY 25 PM 12:09
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
CALAIS ON THE WATER, INC.

FILED
99 MAY 25 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is CALAIS ON THE WATER, INC. ("corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 501 Brickell Key Drive, suite 407, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, suite 407, Miami, Florida 33131 and the name of the initial registered agent is Gerardo A. Vazquez, Esq.

ARTICLE VI

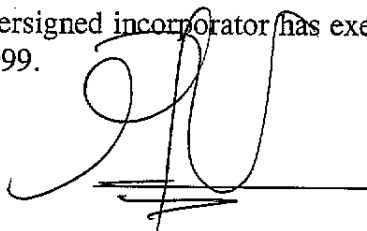
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation.

Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Gerardo A. Vazquez, Esq., 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 24th day of May, 1999.

A handwritten signature in black ink, appearing to be 'G. Vazquez', written over a horizontal line. The signature is stylized and cursive.

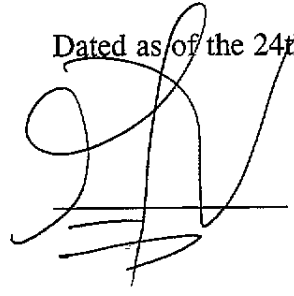
Incorporator

ACCEPTANCE BY REGISTERED AGENT

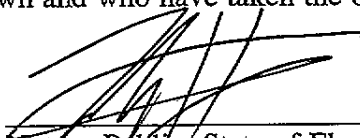
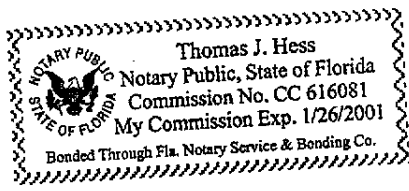
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for CALAIS ON THE WATER, INC., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statues relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 24th day of May, 1999



The foregoing instrument was acknowledged before me on this 24th day of May, 1999 by Gerardo A. Vazquez, to me personally known and who have taken the oath.



Notary Public, State of Florida

THOMAS J. HESS
(Print Name)
My Commission Expires: _____

Dated as of the 24th day of May, 1999.