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From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.  
Account Number : 076150002103  
Phone : (305) 358-5900  
Fax Number : (305) 358-4842

FLORIDA PROFIT CORPORATION OR P.A.

COCOWALK LICENSE NO. II, INC.

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**MURAI WALD BIONDO & MORENO**  
PROFESSIONAL ASSOCIATION  
ATTORNEYS

900 INGRAHAM BUILDING  
25 SOUTHEAST 2ND AVENUE  
MIAMI, FLORIDA 33131

TEL: (305) 358-5900  
FAX: (305) 358-9490  
SENDER'S E-MAIL:

August 6, 1999

Secretary of State  
Division of Corporations  
Electronic Filing Section

VIA TELEFAX  
850-922-4001

Re: COCOWALK LICENSE NO. II, INC.  
Fax Audit # H99000019555 4

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State are Articles of Incorporation for COCOWALK LICENSE NO. II, INC. (the "Corporation").

The purpose of this letter is to advise that Cocowalk License No. I, Inc. is an affiliated entity of the Corporation, which Articles of Incorporation were filed on August 6, 1999 and assigned article number P99000069794. Therefore, there should not be a conflict as to the name of the Corporation not being available as the Corporation and Cocowalk License No. I, Inc. are related entities and share the same address, registered agent, director and incorporator.

Should you have any questions, please do not hesitate to call.

Sincerely,

*Gerald J. Biondo*  
Gerald J. Biondo

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Enclosure

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ARTICLES OF INCORPORATION  
OF  
COCOWALK LICENSE NO. II, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is COCOWALK LICENSE NO. II, INC., whose address is: 3015 Grand Avenue, Suite 118, Coconut Grove, FL 33133.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:  
Gerald J. Biondo, Esq.  
FL Bar #: 154713  
Murai Wald Biondo & Moreno P.A.  
25 Southeast Second Avenue, Suite 900  
Miami, Florida 33131  
(305) 358-5900

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## ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

## ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 3015 Grand Avenue, Suite 118 Coconut Grove, FL 33133, and the name of the initial registered agent of this corporation at that address is Alain Mateo.

## ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

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The name and street address of the initial director is:

Mr. Mark G. Conroe  
10 South LaSalle Street  
Suite 370  
Chicago, IL 60603

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Mr. Alain Mateo  
3015 Grand Avenue  
Suite 118  
Coconut Grove, FL 33133

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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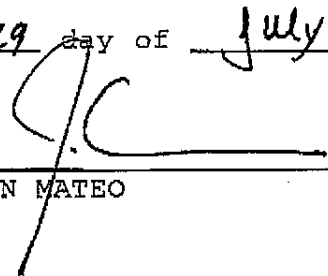
Fax Audit # H99000019555 4

## ARTICLE X

AMENDMENT

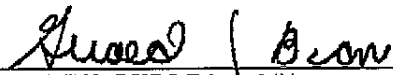
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of July, 1999.

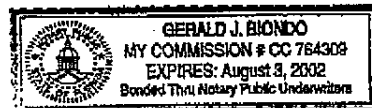
  
ALAIN MATEO

STATE OF FLORIDA       )  
                                  ): ss.  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of July, 1999 by ALAIN MATEO, who is personally known to me or who has produced a drivers license as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: GERALD J. BIONDO  
Commission No.: CC 764309

My Commission expires:



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CERTIFICATE OF REGISTERED AGENT  
OF  
COCOWALK LICENSE NO. II, INC.

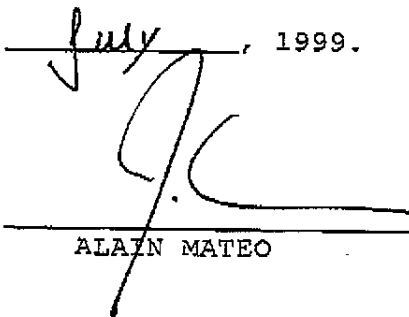
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That COCOWALK LICENSE NO. II, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coconut Grove, County of Miami-Dade, State of Florida, has named Alain Mateo, 3015 Grand Avenue, Suite 118, Coconut Grove, FL 33133, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 29 day of July, 1999.

  
ALAIN MATEO

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