



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 AUG 19 PM 12:53

ACCOUNT NO. : 072100000032

REFERENCE : 346983 81686A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 19, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 346983-005

CUSTOMER NO: 81686A

CUSTOMER: Olga Bradham, Legal Asst.
KEITH MACK, LLP
KEITH MACK, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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-08/19/99--01042--015
*****78.50 *****78.50

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-08/19/99--01042--016
*****0.25 *****0.25

DOMESTIC FILING

NAME: 4452 INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH
8/19/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 19 PM 12:05

RECEIVED

ARTICLES OF INCORPORATION

OF

**4452 INVESTMENTS, INC.,
a Florida corporation**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is **4452 INVESTMENTS, INC., a Florida corporation.**

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Florida Division of Corporation of the Department of State.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Richard A. Wood, Esquire.

ARTICLE VI

Initial Board of Directors


This corporation shall initially have one (1) directors. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than ONE (1). The name and address of the initial director of the corporation is: JOHN A. TURCHIN, c/o KEITH MACK LLP, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: RICHARD A. WOOD, Esquire, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 18th day of August, 1999.

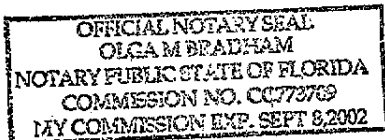

RICHARD A. WOOD, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD A. WOOD, ESQUIRE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of August, 1999.

My Commission Expires:



Olga M. Bradham
Notary Public, State of Florida at Large

Olga M. Bradham
Print Name

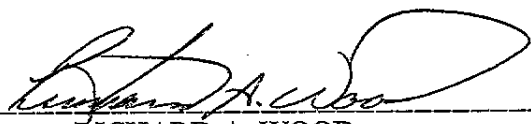
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**4452 INVESTMENTS, INC.,
a Florida corporation**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 607.034, Florida Statutes, the following is submitted, in compliance
with said Act: —

First--that **4452 INVESTMENTS, INC., a Florida corporation**, desiring to organize under
the laws of the State of Florida with its principal office at: 1900 Sunset Harbour Drive, Commercial
Units A-F, Miami Beach, Florida 33139, has named Richard A. Wood, Esquire, located at 200
South Biscayne Blvd, 20th Floor, Miami, Florida 33131, as its agent to accept service of process
within this state. 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.


RICHARD A. WOOD