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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Alan A. Potamkin Family Holdings Inc.

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| <input type="checkbox"/> | Domestication |
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| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
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| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
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**ARTICLES OF INCORPORATION
OF
ALAN H. POTAMKIN FAMILY HOLDINGS, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

ALAN H. POTAMKIN FAMILY HOLDINGS, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of this corporation are: 1 Casuarina Concourse, Coral Gables, Florida 33143.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of this corporation are: BARRY A. NELSON, ESQ., 19495 Biscayne Boulevard, Suite 609, Aventura, Florida 33180.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one.

The name of the Director is: ALAN H. POTAMKIN

The address of the Director is: 1 Casuarina Concourse, Coral Gables, Florida 33143.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is ALAN H. POTAMKIN, whose address is 1 Casuarina Concourse, Coral Gables, Florida 33143.

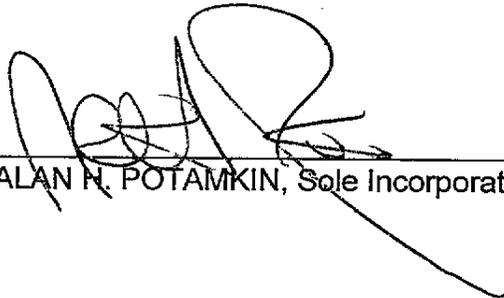
ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI
AMENDMENTS

The right to amend or repeal any provision contained in these Articles of Incorporation is reserved to the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of September, 1999.



ALAN N. POTAMKIN, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 10th DAY OF September, 1999.



BARRY A. NELSON

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