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LAW OFFICE OF
PETER C. BIANCHI, JR.

255 UNIVERSITY DRIVE
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 567-0808
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October 1, 1999

VIA HAND-DELIVERY

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

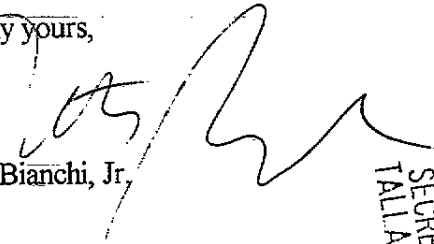
Re: LINCOLN-ALTON-CORPORATION

To Whom it may concern:

Enclosed for filing are Articles of Incorporation of the above-referenced corporation, together with our check No. 2096 in the amount of \$78.75 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,



Peter C. Bianchi, Jr.

PCB, Jr./vce

Enclosures

FILED
99 OCT -4 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-
WCC

ARTICLES OF INCORPORATION
OF
LINCOLN-ALTON CORPORATION

99 OCT -4 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this Corporation is:

LINCOLN-ALTON CORPORATION

ARTICLE II: ADDRESS

The principal office and mailing address of the corporation shall be:

**1250 Lincoln Road
Suite 202
Miami Beach, Florida 33139**

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: STOCK

The Corporation is authorized to issue **ONE HUNDRED (100)** shares of common stock, par value of \$1.00 per share.

ARTICLE V: REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of the corporation are:

**Peter C. Bianchi, Jr.
255 University Drive
Coral Gables, FL 33134**

ARTICLE VI: PREFERRED SHARES/SPECIAL CLASS

This Corporation shall not issue preferred shares or a special class of shares in a series.

ARTICLE VII: PREEMPTIVE RIGHTS

The shareholders are not entitled to preemptive rights.

ARTICLE VIII: DIRECTORS

The number of initial directors of the corporation is one (1). The name and address of the initial directors of the corporation are:

**Judes Augustin Galli
1250 Lincoln Road
Suite 202
Miami Beach, Florida 33139**

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

ARTICLE IX: INCORPORATORS

The name and address of the Incorporator of the corporation is:

**Judes Augustin Galli
1250 Lincoln Road
Suite 202
Miami Beach, Florida 33139**

ARTICLE X: INDEMNIFICATION

The corporation agrees to indemnify its officers, directors and employees to the fullest extent allowed by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 24 day of September 1999.

By:


Judes Augustin Galli, as Incorporator

STATE OF FLORIDA)

: ss

COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared JUDES AUGUSTIN GALLI, Personally known to me, who, upon his oath, executed the foregoing instrument for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of September, 1999.



PETER C BIANCHI, JR
My Commission CC665073
Expires Jul. 28, 2000

[Handwritten Signature]

Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

By: *[Handwritten Signature]*

Peter C. Bianchi, Jr.