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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.
DOUGLAS COMMONS CORPORATION

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
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ARTICLES OF INCORPORATION

OF

DOUGLAS COMMONS CORPORATION

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **DOUGLAS COMMONS CORPORATION**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **10,000 shares, with no par value.**
5. The principal physical and mailing address of the corporation will be: **10471 SW 126th Street, Miami, FL 33176** and the name of its initial registered agent at such address is: **Leslie Jay Gross, Esq.**
6. The name and address of the sole incorporator is: **Michele L. Burton, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

**Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000**

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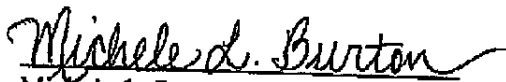
7. To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officer or Director of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him or her in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its shareholders, and upon dividends due them for any indebtedness to the Corporation of such Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: November 2, 1999


Michele L. Burton
Sole Incorporator

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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CORPORATE SERVICES NYC

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ACCEPTANCE OF APPOINTMENT

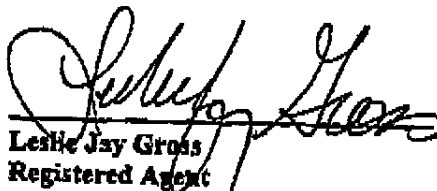
AS

REGISTERED AGENT

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I, the undersigned, do hereby accept appointment as Registered Agent for **DOUGLAS COMMONS CORPORATION** the within named corporation.

Dated: November 2, 1999


Leslie Jay Gross
Registered Agent

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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