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CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Indian River Square, Inc.

Profit Arts of Inc.
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

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**ARTICLES OF INCORPORATION
OF
INDIAN RIVER SQUARE, INC.**

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The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **Indian River Square, Inc.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is c/o Paul Homer, Esq., Rudnick & Wolfe, 203 North LaSalle Street, Chicago, Illinois 60601-1293.

**IV.
Capital Stock**

The Corporation is authorized to issue 16,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such address is C T Corporation System.

VI.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael Hornstein	1550 De Maisonneuve Blvd. West Room 1030 Montreal, Quebec H3G1N2 Canada

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Paul Homer	Suite 1800 203 North LaSalle Street Chicago, Illinois 60601-1293

VIII.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.
Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

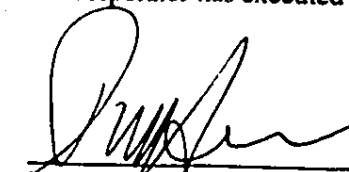
**XI.
Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 31, 1995.



Paul Homer, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, C T Corporation System agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: Sept. 6, 1995.

C T CORPORATION SYSTEM

By: Connie Bryan
Name: CONNIE BRYAN
Title: SPECIAL ASSISTANT SECRETARY