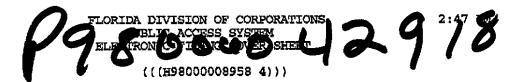
5/12/98



DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

FAX #: (305)672-9110

PHONE: (305)672-0686

NAME: GAMI OCEANFRONT, INC. AUDIT NUMBER..... H98000008958

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

* Please note parties are Same as "GAMI OCEANFRONT LIMITED PARTNERSHIPI" - NAME OK PER. BOBBIE C.

MAY 1 3 1998

H98000008958

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: GAMI Oceanfront, Inc.

Article II. Address

The mailing address of the Corporation is: GAMI Oceanfront, Inc. 4900 Powerline Road Ft. Lauderdale FL 33309

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Michael D. Gallinar
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jay Joshi

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Michael D. Gallinar | FL Bar Member 770973 Adams, Gallinar & Iglesias P.A. 701 Brickell Avenue Suite 2150 Miami FL 33131 305-416-6800 H98000008958 BOWN 12 M T. 24
TALLAHASSEE, FLORIDA

H98000008958

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Michael D. Gallinar Adams, Gallinar & Iglesias P.A. 701 Brickell Avenue Suite 2150 Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 12, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 12, 1998.

MICHAEL D. GALLINAR

by L.A. Uriarte as attorney-in-fact

Michael D. Gallinar | FL Bar Member 770973 Adams, Gallinar & Iglesias P.A. 701 Brickell Avenue Suite 2150 Miami FL 33131 305-416-6800 H98000008958

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

GAMI Oceanfront, Inc.

REGISTERED AGENT/OFFICE:

Michael D. Gallinar 701 Brickell Avenue Suite 2150 Miami FL 33131 98 MAY 12 AM 7: 24 SECRETARY OF SIGNIO TALLAHASSEE, FLORID

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

MICHAEL D. GALLINAR

by L.A. Uriarte as attorney-in-fact

Date: May 12, 1998

Michael D. Gallinar I FL Bar Member 770973 Adams, Gallinar & Iglesias P.A. 701 Brickell Avenue Suite 2150 Miami FL 33131 305-416-6800 H98000008958