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ACCOUNT NO. : 072100000032

REFERENCE : 108677 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : January 22, 1999

ORDER TIME : 10:22 AM

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ORDER NO. : 108677-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

RECEIVED

99 JAN 22 AM 10:42

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: 880 MANDALAY AVENUE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 PM 3:12

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (1) CERTIFIED COPY
- XX (1) PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

g 1/22/99

EFFECTIVE DATE

01/21/99

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ARTICLES OF INCORPORATION
OF
880 MANDALAY AVENUE INC.

ARTICLE I

The name of this corporation is 880 MANDALAY AVENUE INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: c/o Clarion Partners L.L.C., 335 Madison Avenue, New York, New York 10017.

ARTICLE III

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE V

The name of the Incorporator is Albert D. Quentel and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least three directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four, and the names and addresses of the members of the initial Board of Directors, who will serve as such as the Corporation's directors until successors are duly elected and qualified, are:

John A. Weisz 335 Madison Avenue
New York, New York 10017

Stephen J. Furnary 335 Madison Avenue
New York, New York 10017

Charles Grossman 335 Madison Avenue
New York, New York 10017

Frank J. Sullivan, Jr. 335 Madison Avenue
New York, New York 10017

The names and addresses of the initial officers of this Corporation, who will serve until successors are duly elected, are:

Edward M. Rotter 335 Madison Avenue
President and Treasurer New York, New York 10017

Albert D. Quentel 1221 Brickell Avenue
Vice President and Secretary Miami, Florida 33131

ARTICLE VII

This Corporation's corporate existence shall begin on January 21, 1999.

ARTICLE VIII

The exclusive purpose for which this Corporation is formed is to hold title to property, collect income therefrom, and remit the amount thereof, less expenses, to the shareholder of this Corporation. The powers of this Corporation shall be limited to those necessary and appropriate to achieve its purpose and not inconsistent with Section 502(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall remit the entire amount of its net income to its shareholder at least annually.

ARTICLE IX

The Board of Directors shall exercise all corporate powers of the Corporation except as otherwise provided by law or by these Articles of Incorporation. The Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation; provided, however, that no amendment, alteration, change or repeal of the bylaws shall be made without the vote or written consent of the holders of a majority of the stock of the Corporation. Elections of the directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein are granted subject to this reservation; provided, however, that no amendment, alteration, change or repeal of any such provision shall be made without the vote or written consent of the sole stockholder of the MIAMI/QUENTELA/1014738/lqz601!.DOC/i/21/99/21638.010200

Corporation.

ARTICLE XI

In all events and under all circumstances:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law to, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(2) of the Code.


(b) No part of the assets or net earnings of the Corporation shall inure to the benefit or be distributable to its incorporator, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purpose set forth in Article VIII hereof, and (ii) to distribute, less expenses, to its stockholder as provided in paragraph (c) of this Article XI.

(c) The Corporation shall distribute its entire income, less expenses, within the meaning of Section 501(c)(2) of the Code, to its stockholder, which shall be an organization exempt from federal income taxation under Section 501(a) of the Code.

ARTICLE XII

Upon dissolution of the Corporation, all of the Corporation's assets and property of every nature and description, remaining after payment or making provisions for the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution), shall be distributed to the then existing stockholder of the Corporation, which must qualify as an organization exempt from federal income taxation under Section 501(a) of the Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21 day of January, 1999.


Albert D. Quentel, Incorporator

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DIVISION OF CORPORATIONS

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned, having been named the Registered agent of 880 MANDALAY AVENUE INC., hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0505.

CORPORATION SERVICE COMPANY
Registered Agent

By Karen B. Rozar
Name: Karen B. Rozar, Asst. Sec.
Title: Corporation Service Company
Dated: January 22, 1999