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12/23/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000017940 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: ATLANTIC REALTY PARTNERS, INC.
AUDIT NUMBER.....H96000017940
DOC TYPE.....FLORIDA PROFIT
CERT. OF STATUS..0
CERT. COPIES.....1

CORPORATION OR P.A.
PAGES..... 4
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TALLAHASSEE, FLORIDA

[Handwritten signature]

#96000017940

**ARTICLES OF INCORPORATION
OF
ATLANTIC REALTY PARTNERS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Atlantic Realty Partners, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the principal office of this Corporation is 2600 North Military Trail, Suite 160, Boca Raton, Florida, 33431.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 2600 North Military Trail, Suite 160, Boca Raton, Florida, 33431, and the initial registered agent of this Corporation at that address shall be Mark E. deBaptiste.

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FTL:198519:1

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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FILED
CLERK OF DISTRICT COURT
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FORT LAUDERDALE, FLORIDA

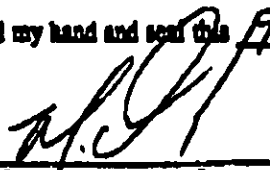
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**ARTICLE V
INCORPORATOR**

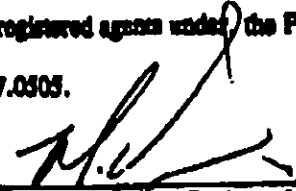
The name and street address of the person signing these Articles of Incorporation is:

Marc E. deSapientia
2600 North Military Trail, Suite 160
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 17 day of
December, 1996.


Marc E. deSapientia, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Marc E. deSapientia, Registered Agent

Prepared by: Thomas O. Katz, Esq., FL Bar #355896
Ruden McCloskey, Esq., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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ATLANTIC REALTY PARTNERS, LTD.

1800 Glades Road, Suite 305
Boca Raton, Florida 33487

December 21, 1996

Fica 'da Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Atlantic Realty Partners, Inc. ("Corporation")

Dear Sir or Madam:

It is the intent of this letter to show a connection between the above referenced corporation and Atlantic Realty Partners, Ltd. ("Limited Partnership"). As you can see from the attached Articles of Incorporation, the Incorporator and Registered Agent of the Corporation is the same as the Vice President of the General Partner of the Limited Partnership. The address of both entities is also the same.

Based upon the above connections, it is our desire that you allow us to form the Corporation, Atlantic Realty Partners, Inc.

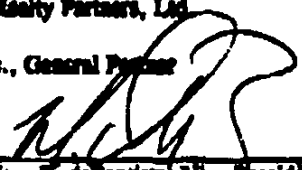
Thank you for your assistance in this matter.

Very truly yours,

Atlantic Realty Partners, Ltd.

ARP, Inc., General Partner

By:


Marc E. delapierre, Vice President

Attachments

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