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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BT INCOME PROPERTY, INC.

AUDIT NUMBER.....H97000019232

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1997

EMPIRE

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ARTICLES OF INCORPORATION

(4)

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BT Income Property, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1250 E. Hallandale Beach Blvd. Suite #409
Hallandale, Florida 33009

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

one thousand (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lawrence S. Tolchinsky, Esq.
1250 East Hallandale Beach Blvd. Suite #409
Hallandale, Florida 33009

Prepared by:
LAWRENCE S. TOLCHINSKY, Esq.
FLORIDA BAR #021997
1250 E. HALLANDALE BEACH BLVD. SUITE #409
HALLANDALE, FLORIDA 33009
(561) 458-8655

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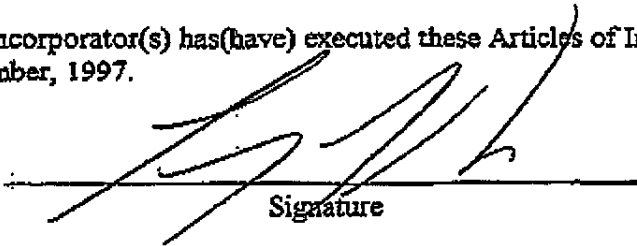
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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Lawrence S. Tolchinsky, Esq.
1250 E. Hallandale Beach Blvd. Suite #409
Hallandale, Florida 33009

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18th day of November, 1997.


Signature

Prepared by:
LAWRENCE S. TOLCHINSKY, Esq.
FLORIDA BAR #021997
1250 E. HALLANDALE BEACH BLVD. SUITE #409
HALLANDALE, FLORIDA 33009

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

BT Income Property, Inc.

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2. The name and address of the registered agent and office is:

Lawrence S. Tolchinsky, Esq.
1250 East Hallandale Beach Blvd. Suite #409
Hallandale, Florida 33009

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

11/18/97
(Date)

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Prepared by:
LAWRENCE S. TOLCHINSKY, Esq.
FLORIDA BAR #021997
1250 E. HALLANDALE BEACH BLVD. SUITE #409
HALLANDALE, FLORIDA 33009