

File 1st

P98000100148

FILING COVER SHEET

REFERENCE: 0151.4673

DATE: 12-1-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Cedar Grove Apartments,
Inc.

300002609743... 4
 -12/02/98--01108--002
 *****78.75 *****70.75

STATE FEES PREPAID WITH CHECK # 3737 FOR \$ 78.75

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- () ANNUAL REPORT () MERGER () WITHDRAWAL
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

DMC 12/2/98
 Examiner's Initials

FILED RECEIVED
 98 DEC -1 AM 9:38 98 DEC -1 PM 4:26
 SECRETARY OF STATE DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CEDAR GROVE APARTMENTS, INC.

FILED
98 DEC -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is CEDAR GROVE APARTMENTS, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1130 Washington Avenue, 4th Floor, Miami Beach, Florida 33139.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of Ten Dollars (\$10.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Francisco Rojo	1130 Washington Avenue 4th Floor Miami Beach, Florida 33139

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Robert Saland	1130 Washington Avenue 4th Floor Miami Beach, Florida 33139

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Patricia K. Green	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.


ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 1 day of December, 1998.



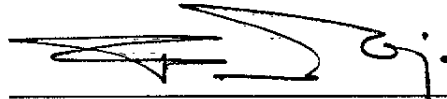
Patricia K. Green,
Incorporator.

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.



Francisco Rojo, Registered Agent

FILED
98 DEC - 1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA