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ACCOUNT NO. : 072100000032

REFERENCE : 688620 9238A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -9 PM 1:13

ORDER DATE : May 5, 2000

ORDER TIME : 8:44 AM

ORDER NO. : 688620-005

CUSTOMER NO: 9238A

CUSTOMER: Mr. David Setaro
DONNA S. BARFIELD, ESQ
DONNA S. BARFIELD, ESQ
319 Hibiscus Street

200003244332--5

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: CAROL PARK APARTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 MAY -9 AM 8:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -9 PM 1:13

ARTICLES OF INCORPORATION
OF
CAROL PARK APARTMENTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAROL PARK APARTMENTS, INC.

The address of the principal office of this corporation shall be 84 Spur Close, Wellington, Florida 33414 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The specific purpose shall be to own and to manage 20 residential multi housing rental units located at 3375 Avenue "J", Riviera Beach, Florida 33404, doing business as Carol Park Apartments, Inc.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Carelton Holt, Jr.
Dir.

84 Spur Close
Wellington, Florida 33414

Paul Leveille
Dir.

84 Spur Close
Wellington, Florida 33414

ARTICLE VII. OFFICERS.

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Carelton Holt, Jr. 84 Spur Close
Pres. Wellington, Florida 33414

Paul Leveille 84 Spur Close
Sec./Treas. Wellington, Florida

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 8, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -9 PM 1:13

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

JLZ