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LAW OFFICES OF
OBERDORFER & BARRY, P.A.
1719 BLANDING BOULEVARD
JACKSONVILLE, FLORIDA 32210

E. CHARLES OBERDORFER
JOHN G. BARRY, III

TELEPHONE
(904) 384-6784
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October 23, 2000

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32301

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-10/25/00-01050-006-
*****18.75 *****18.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Century Properties Management, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of Century Properties Management, Inc. I also enclose a designation of registered agent and our check in the amount of \$78.75 to cover the following:

\$ 35.00	Filing fee
8.75	Certified copy of Articles
35.00	Designation of registered agent

Please return the certified copy of the Articles of Incorporation to this office. If you have any questions, please do not hesitate to call this office.

Therese Howard GAVE
AUTHORIZATION BY PHONE TO

CORRECT Principal Office to be same,
DATE 11-02-00 at 12:00 as registered
LOCAL EXAM J. Barry

Very truly yours,

Therese M. Howard
Secretary to John G. Barry, III

/tmh
enclosures

W-25899

CP 10-27

**ARTICLES OF INCORPORATION
OF
CENTURY PROPERTIES MANAGEMENT, INC.**

Article I - Name

The name of this corporation shall be:

CENTURY PROPERTIES MANAGEMENT, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of Ten Dollar (\$10.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2889 Remington Street, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is TERESA JANULEWICZ-BROWN. Also principal office.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

TERESA JANULEWICZ-BROWN
2889 Remington Street
Jacksonville, Florida 32205

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TALLAHASSEE, FLORIDA

Article VII - Initial Officers

The initial officers of this corporation are:

TERESA JANULEWICZ-BROWN, President

PAUL MICHAEL BROWN, Vice President

TERESA JANULEWICZ-BROWN, Secretary

Article VIII - Incorporator

The name and address of the person signing these articles is:

TERESA JANULEWICZ-BROWN
2889 Remington Street
Jacksonville, Florida 32205

Article IV - Amendment

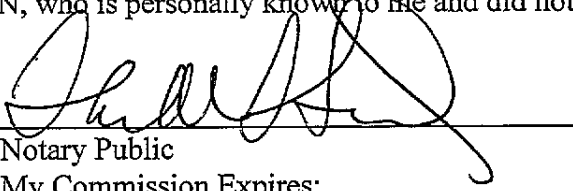
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation:

Dated this 23rd day of October, 2000.


TERESA JANULEWICZ-BROWN, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of October, 2000, by TERESA JANULEWICZ-BROWN, who is personally known to me and did not take an oath.


Notary Public

My Commission Expires:

My Commission No.:



THERESE M. HOWARD
Notary Public, State of Florida
My Comm. Exp. Oct. 26, 2001
Comm. No. CC 686609

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CENTURY PROPERTIES MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2889 Remington Street, Jacksonville, Florida 32205, has named TERESA JANULEWICZ-BROWN, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


TERESA JANULEWICZ-BROWN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA