

**Electronic Articles of Incorporation
For**

**P01000092631
FILED
September 21, 2001
Sec. Of State**

AP-ADLER SPV MEMBER II, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

AP-ADLER SPV MEMBER II, INC.

Article II

The principal place of business address:

1400 N.W. 107TH AVENUE
MIAMI, FL. 33172

The mailing address of the corporation is:

1400 N.W. 107TH AVENUE
MIAMI, FL. 33172

Article III

The purpose for which this corporation is organized is:

PURPOSE IS LIMITED TO SERVING AS MANAGING MEMBER OF THE
LIMITED LIABILITY COMPANIES NAMED IN THE ARTICLES, AS
GENERAL PARTNERS OF THE NAMED LIMITED PARTNERSHIPS

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JOEL LEVY
1400 N.W. 107TH AVENUE
MIAMI, FL. 33172

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: JOEL LEVY

Article VI

The name and address of the incorporator is:

MICHAEL A. FURSHMAN, ESQUIRE
STROOCK & STROOCK & LAVAN LLP
200 SOUTH BISCAYNE BOULEVARD, 33RD FLOOR
MIAMI, FLORIDA 33131

Incorporator Signature: MICHAEL A. FURSHMAN