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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)
Account Number : 104075003305
Phone : (561) 659-5990
Fax Number : (561) 659-6313

FLORIDA PROFIT CORPORATION OR P.A.

PENN-FLORIDA VENTURE VII, INC.

(4)

NOV 02 2001

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**ARTICLES OF INCORPORATION
OF
PENN-FLORIDA VENTURE VII, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is Penn-Florida Venture VII, Inc.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This Corporation may engage or transact in any and 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.

FOURTH: This Corporation is authorized to issue one thousand (1,000) shares of common stock, par value ONE AND NO/100 DOLLAR (\$1.00) per share.

FIFTH: The street address of the initial Registered Office of this Corporation is c/o Akerman, Senterfitt & Eidson, P.A., 222 Lakeview Avenue, Suite 400, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Russell T. Kamradt, Esquire.

SIXTH: The street address of the principal office of the Corporation is 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.

SEVENTH: This Corporation shall have one (1) Director initially and the number of

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Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Mark A. Gensheimer
1515 North Federal Highway, Suite 306
Boca Raton, FL 33432.

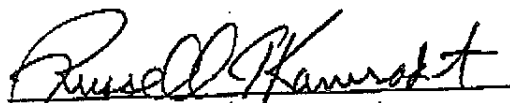
EIGHTH: The names and offices of the initial officers of the Corporation are as follows:

Mark A. Gensheimer, President and Secretary

NINTH: The name and address of the Incorporator of this Corporation is Russell T. Kamradt, 222 Lakeview Avenue, Suite 400, West Palm Beach, Florida 33401.

TENTH: The duration of this Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 2nd day of November, 2001.


Russell T. Kamradt, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 2nd day of November, 2001, by Russell T. Kamradt, who is personally known to me.





KATHLEEN S. LOVSKA
COMMISSION # CC737332
EXPIRES MAY 31, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Print Name:
Notary Public, State of Florida at Large
Commission No. _____
My commission expires: _____

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Penn-Florida Venture VII, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 222 Lakeview Avenue, Suite 400, West Palm Beach, Florida 33401, as its initial Registered Office and has named Russell T. Kamradt, Esquire, located at that address as its initial Registered Agent.


Russell T. Kamradt, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Russell T. Kamradt, Registered Agent

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