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FLORIDA PROFIT CORPORATION OR P.A.

Giesco Brock Apts Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

GIESCO BROCK APTS INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Giesco Brock Apts Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1 Place Ville Marie
Suite 3835
Montreal, Quebec, Canada H3B 4M6

ARTICLE III

Business and Purposes

Until such time as that certain mortgage loan (the "Loan") as defined in the Limited Partnership Agreement (the "Partnership Agreement") of Brock Apts Partners L.P., a Texas limited partnership (the "Partnership"), has been repaid in full, the purpose for which this corporation is organized is limited solely to (a) owning and holding a limited partnership interest in and acting as a limited partner of the Partnership; and (b) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident, necessary and appropriate to the foregoing. After the Loan has been repaid in full, this corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act of Florida (the "Act"), and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be:

100,000 shares of common stock, par value \$.01 per share (the "Common Stock"); and

500,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

(b) The designation, relative rights, preferences and liabilities of each class of stock, itemized by class, shall be as follows:

(1) *Common Stock.*

i) *Voting Rights.* Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of stockholders, except matters required to be voted on exclusively by holders of Preferred Stock.

ii) *Dividends.* The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for.

iii) *Liquidation.* In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this corporation, the assets and funds of this corporation available for distribution to stockholders, and remaining after the payment to holders of Preferred Stock of the amounts to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares. A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up subject to this section.

(2) *Preferred.*

i) *Voting rights.* Except as otherwise provided by the Act, the holders of Preferred Stock shall have no voting rights.

ii) *Dividends.* The holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends at a rate of \$.60 per share per annum. Dividends on the Preferred Stock shall be paid before any dividends are paid upon any other stock of this corporation. If such dividends are not declared and paid currently on Preferred Stock, such dividends shall not accrue and shall not be cumulative. If such dividends are paid in

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any fiscal year, holders of Preferred Stock shall not be entitled to participate in any additional dividends declared and paid in such fiscal year.

iii) *Liquidation.* Upon any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of this corporation, before any distribution or payment shall be made to the holders of Common Stock, the holders of the Preferred Stock shall be entitled to be paid \$1.00 per share, plus any accrued and unpaid dividends thereon. Such amount shall be paid in cash or in property taken at its fair value, or both, at the election of the Board of Directors. After such payment in full to the holders of Preferred Stock, all remaining assets and funds of the corporation shall be distributed among the holders of Common Stock, according to their respective shares. If the net assets of this corporation are insufficient to permit the payment in full to the holders of Preferred Stock, then the entire net assets of this corporation shall be distributed among the holders of the Preferred Stock ratably in proportion to their respective shares. A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up subject to this section.

iv) *Redemption.* The Preferred Stock shall be redeemable, in whole or in part, at any time and from time to time after the filing of this Certificate of Incorporation, 1) at the option of this corporation by resolution of its Board of Directors or 2) at the option and upon written demand of the record holder of such shares. Shares of Preferred Stock shall be redeemed at a per share price equal to \$1.00 for each share of Preferred Stock, plus any declared and unpaid dividends thereon, if any, up to the date fixed for redemption. Shares of Preferred shall be redeemed in such manner as determined by the Board of Directors of this corporation and notice of the intent to redeem and the date and manner of redemption shall be mailed to the record holders of the Preferred Stock not less than 30 days prior to the date of redemption. Shares redeemed in accordance with this section shall constitute authorized but unissued shares of Preferred Stock.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

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ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 E. Kennedy Blvd., Suite 2700, Tampa, FL 33602 and the initial registered agent of this corporation at such office shall be Nelson T. Castellano. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be all of the number of directors determined from time to time to comprise the Board of Directors, and the act of all of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following member, such member to hold office until his successor have been duly elected and qualify. The name and street address of the initial director are:

Name

Lloyd Sheiner

Address

1 Place Ville Marie
Suite 3835
Montreal, Quebec, Canada
H3B 4M6

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ARTICLE IX

Incorporator

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

Name

Address

Nelson T. Castellano

2700 Barnett Plaza
101 E. Kennedy Blvd.
Tampa, FL 33602

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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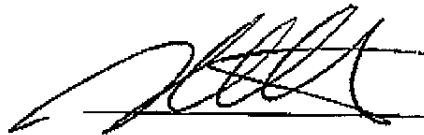
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ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901 of the Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Nelson T. Castellano

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GIESCO BROCK APTS INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 10th day of June 2002.



Nelson T. Castellano

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