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DIVISION OF CORPORATION

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STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 886325 4311473

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 87.50

ORDER DATE : January 9, 2003

ORDER TIME : 10:42 AM

ORDER NO. : 886325-005

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: TCG RAILWAY APARTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX GOOD STANDING

CONTACT PERSON: Darlene Ward, Ext. 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
TCG RAILWAY APARTMENTS, INC.**

FILED
2003 JAN -9 PM 2: 24
CLERK OF DISTRICT COURT
HILLSBORO FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **TCG RAILWAY APARTMENTS, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2937 S.W. 27th Avenue, Suite 303, Coconut Grove, Florida 33133.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Lloyd J. Boggio	2937 S.W. 27 th Avenue, Suite 303 Coconut Grove, Florida 33133
Bruce Greer	2937 S.W. 27 th Avenue, Suite 303 Coconut Grove, Florida 33133

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

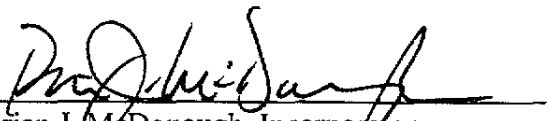
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

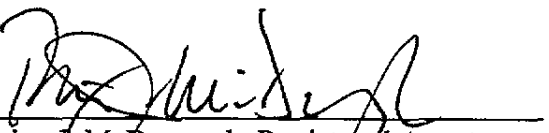
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 8th day of January, 2003.


Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.


Brian J. McDonough, Registered Agent

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