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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CP REALTY PARTERS L, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CP REALTY PARTNERS I, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: CP REALTY PARTNERS I, INC.

The address of the principal office of this corporation shall be 7100 Biscayne Blvd, Suite 305, Miami, Florida 33138, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 19495 Biscayne Boulevard, Suite 606, Aventura, Florida 33180 and the name of the initial registered agent of the corporation at that address is Richard N. Schorner, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. INCORPORATOR

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

Anthony V. Cervone
7100 Biscayne Boulevard
Suite 305
Miami, Florida 33138

ARTICLE VII. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

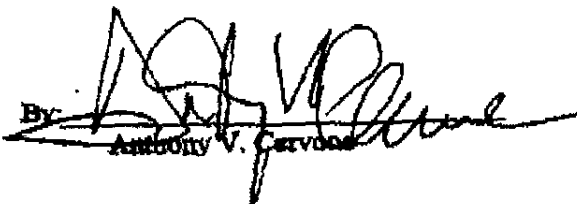
ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected is as follows:

Anthony V. Cervone
7100 Biscayne Boulevard, Suite 305
Miami, Florida 33138

Lindsey D. Pankey, III
7100 Biscayne Boulevard, Suite 305
Miami, Florida 33138


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ___ day of October, 2003.

By: 
Anthony V. Cervone

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: 
Richard N. Schermer, Esq.

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