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FLORIDA PROFIT CORPORATION OR P.A.  
CONSOLIDATED PROPERTY ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION  
OF  
CONSOLIDATED PROPERTY ASSOCIATES, INC.**

The undersigned, acting as incorporator of CONSOLIDATED PROPERTY ASSOCIATES, INC., (the "Corporation"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is CONSOLIDATED PROPERTY ASSOCIATES, INC.

**ARTICLE II  
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE III  
DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV  
PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V  
INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and mailing address of the initial principal office of the Corporation is 2423 N.W. 49th Lane, Boca Raton, Florida 33431.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the initial director is as follows:

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<u>Name</u>	<u>Address</u>
FREDERICK RUBIN	2423 N.W. 49th Lane Boca Raton, Florida 33431

**ARTICLE VII**  
**AUTHORIZED SHARES**

The maximum number of shares, which the Corporation is authorized to issue, is One Thousand (1,000) shares of common stock, \$.01 par value per share.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of the Corporation is FREDERICK RUBIN, 2423 N.W. 49<sup>th</sup> Lane, Boca Raton, Florida 33431.

**ARTICLE IV**  
**INCORPORATOR**

The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
FREDERICK RUBIN	2423 N.W. 49 <sup>th</sup> Lane Boca Raton, Florida 33431

**ARTICLE X**  
**INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CONSOLIDATED PROPERTY ASSOCIATES, INC., a Florida corporation, in the foregoing Articles of Incorporation, I, FREDERICK RUBIN, hereby agree to accept service of process for CONSOLIDATED PROPERTY ASSOCIATES, INC. and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

  
FREDERICK RUBIN

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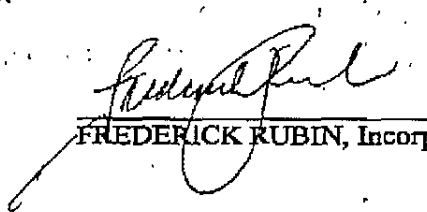
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restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 23<sup>rd</sup> day of September 2005.

  
FREDERICK RUBIN, Incorporator