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J. Schwab



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 743175 82724A

AUTHORIZATION : *Jamela H. Fordyce*

COST LIMIT : \$ 87.50

ORDER DATE : December 7, 2005

ORDER TIME : 11:46 AM

ORDER NO. : 743175-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: UNIVERSITY CLUB APARTMENTS/MM,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION OF
UNIVERSITY CLUB APARTMENTS/MM, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name and Address

The name of the Corporation is University Club Apartments/MM, Inc. The principal office and mailing address of the Corporation is 7995-B Preserve Circle, Naples, Florida 34119.

Article 2.
Duration

The duration of the Corporation is perpetual.

Article 3.
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Initial Officers and/or Directors

The initial Officers of the Corporation are:

Frank P. Potestio, Jr.	President
Edward S. Finkelstein	Vice President
J. Thomas Conroy, III	Treasurer
Kimberly D. Conroy	Secretary

Article 6.
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Conroy, Conroy & Durant, P.A., 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida, 34109, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

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Article 7.
Incorporators

The name and address of the Incorporator is as follows:

Frank P. Potestio, Jr.
7995-B Preserve Circle
Naples, FL 34119

Article 8.
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9.
Preemptive Rights

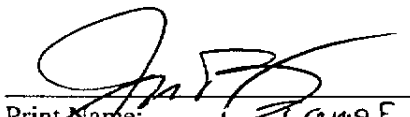
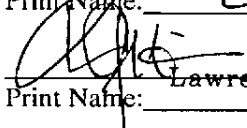
The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

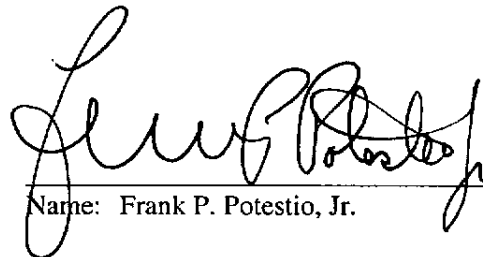
Article 10.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 6th day of December, 2005.

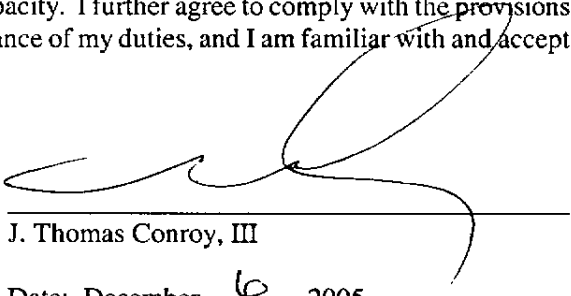
WITNESSES:


Print Name: James F. Moriarty

Print Name: Lawrence C.E. Garcia


Name: Frank P. Potestio, Jr.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, J. Thomas Conroy, III, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



J. Thomas Conroy, III

Date: December 6, 2005

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