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TO: DIVISION OF CORPORATIONS

FROM: ENGLISH, MCCAUGHAN & O'DRYAN, P.A.

DEPARTMENT OF STATE

100 NE THIRD AVE

STATE OF FLORIDA

PO BOX 14098 SUITE 1100

400 EAST GAINES STREET

FT LAUDERDALE FL 33301-

TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FSQ APARTMENTS, INC.

FAX AUDIT NUMBER: H95000000029

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FAX AUDIT NO.: H95000000029

ARTICLES OF INCORPORATION
OF
FSQ APARTMENTS, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of FSQ APARTMENTS INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is FSQ Apartments, Inc. and the street address of the initial principal office of the Corporation is 22112 Palms Way, #201, Boca Raton, FL 33433.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Penny (\$0.01) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is Jonathan J. Lichtman.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall

FAX AUDIT NO.: H95000000029

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FAX AUDIT NO.: H95000000029

never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Jonathan J. Lichtman	22112 Palms Way, #201 Boca Raton, FL 33433
Robert A. Nass	300 Laurel Ridge Road Post Office Box 342 Rainholds, PA 17569

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Jonathan J. Lichtman	100 Northeast Third Avenue Suite 1100 Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of January, 1995.


JONATHAN J. LICHTMAN, Incorporator

Jonathan J. Lichtman, Esq.
English, McCaughan & O'Bryan, P.A.
100 N.E. 3rd Avenue, Suite 1100
Ft. Lauderdale FL 33301
(305)462-3300
FL Bar No.: 717053

FAX AUDIT NO.: H95000000029

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FAX AUDIT NO.: H95000000029

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for FSQ APARTMENTS, INC. at the place designated in the foregoing 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 the Florida Business Corporation Act 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.

Dated: January 3, 1995

By: 
JONATHAN J. LICHTMAN, Initial
Registered Agent

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SEAL - ACT OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES

ENGLISH, McCAUGHAN & O'BRYAN, P.A.

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March 10, 1995

VIA: FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: FSQ Apartments, Inc. and The French & Spanish Quarters
Apartments, Ltd.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Amendment of FSQ Apartments, Inc. and an original and one copy of the Amended and Restated Certificate of Limited Partnership of The French & Spanish Quarters Apartments, Ltd. Also enclosed please find a check in the amount of \$192.50 to cover the cost of filing these documents.

If the enclosed document meets with your approval, please file it with your Office and return certified copies to the attention of the undersigned.

In order to expedite the delivery of the certified copies to me, I have enclosed a Federal Express return envelope for your use.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,

Debra J. Hickinbotham

Debra J. Hickinbotham
Corporate Paralegal

DJH/jan
Enclosures

Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF
FSQ APARTMENTS, INC.**

1. The name of the Corporation is FSQ APARTMENTS, INC. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME

The name of the Corporation is ML APARTMENTS, INC. and the street address of the initial principal office of the Corporation is 22112 Palms Way, #201, Boca Raton, FL 33433.

3. The foregoing amendment was unanimously adopted by Incorporator of the Corporation before the issuance of shares pursuant to Section 607.1005, Florida Statutes; therefore, no shareholder action was required. The amendment was adopted on March 10, 1995.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 10th day of March, 1995.



JONATHAN J. LICHTMAN, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA