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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Loyola Grand Bay Villas Inc

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
JUN 19 1995
TALLAHASSEE, FLORIDA

Dmc 1/19/95

ARTICLES OF INCORPORATION

OF

LOYOLA GRAND BAY VILLAS, INC.

FILED

95 JAN 19 PM 12:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be LOYOLA GRAND BAY VILLAS, INC., and the principal place of business and mailing address of this corporation shall be: 601 Brickell Key Drive, Suite E, Miami, Florida 33131.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
5,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess or par. Fractional shares need not be issued on account of this provision.

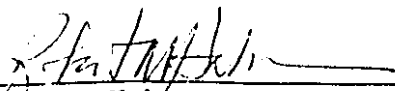
ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Robert M. Haber.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Robert M. Haber, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 18th day of January, 1995.



Robert M. Haber, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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95 JAN 19 PM 12:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the Florida Business Corporation Act, the following is submitted:

That Loyola Grand Bay Villas, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, the corporation named in the said articles, has named ROBERT M. HABER, of 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, as its statutory registered agent to accept service of process within Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Loyola Grand Bay Villas, Inc., as the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes, Section 607.0505.

DATED: January 18, 1995.


Robert M. Haber