

P950000/8577

February 13, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-03/06/95 -01001-004
*****70.00 *****70.00

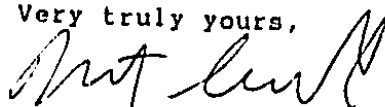
Re: Historic Bayfront Realty Holding Co., II, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agency Designation for the above named corporation.

Very truly yours,



Robert M. Graubard

Historic Bayfront Realty Holding
Co., II, INC.

Mailing Address of Corporation

Historic Bayfront Realty Holding Co., II, Inc.
2692 U.S. #1 South, Suite 203
St. Augustine, FL 32086

PHONE; 904-797-5077

H. SIMS MAR - 8 1995

FILED
MAR - 6 1995

ARTICLES OF INCORPORATION

of

HISTORIC BAYFRONT REALTY HOLDING CO., II, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Historic Bayfront Realty Holding Co., II, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares (100) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	Historic Bayfront Realty Holding Co., II, Inc.		
ADDRESS	2692 US1 South Ste. 203		
CITY	St. Augustine,	FLORIDA FL	ZIP 32086

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Robert Graubard		
ADDRESS	2692 US1 South STE 203		
CITY	St. Augustine,	FLORIDA FL	ZIP 32086

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Robert Graubard		
ADDRESS	2692 US1 South Ste 203		
CITY	St. Augustine	STATE FL	ZIP 32086
NAME	Margaret Stacklum		
ADDRESS	216 Sea Turtle Way		
CITY	St. Augustine	STATE FL	ZIP 32086
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Robert Graubard		
ADDRESS	2692 US1 South Ste 203		
CITY	St. Augustine,	STATE	FL. ZIP 32086
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of February, 19 95.

Robert Graubard (Seal)
Robert Graubard

_____ (Seal)

STATE OF FLORIDA)
COUNTY OF St. Johns) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Robert Graubard

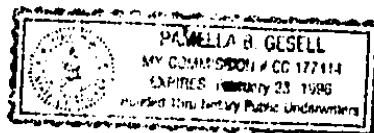
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6th day of February, 19 95.

(Notary Seal)

Pamella B. Gezell
(Notary Public, State of Florida at Large)

My Commission expires: 2/23/96



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

HISTORIC BAYFRONT REALTY HOLDING CO. II, INC.
(name of corporation)

FILED
55 MAR - 6 PM 7:31

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2692 US1 SOUTH SUITE 203

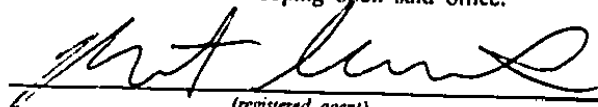
ST. AUGUSTINE, FL 32086

has named ROBERT GRAUBARD

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
Robert Graubard