

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

P95000021238

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 560703 9216A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 15, 1995

ORDER TIME : 10:56 AM

ORDER NO. : 560703

CUSTOMER NO: 9216A

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

P95000021238

NAME: GMH/ROYAL PALM, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

EFFECTIVE DATE
3-14-95

pm
3-16-95
02/A

FILED
95 MAR 15 AM 8 31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE

3-14-95

ARTICLES OF INCORPORATION
OF
GMH/ROYAL PALM, INC.

FILED
95 MAR 15 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is GMH/Royal Palm, Inc.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 14th day of MARCH, 1995.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143, and the name of the initial registered agent of this corporation at that address is: Gerald M. Higier.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and

address of the initial director of this corporation is: Gerald M. Higior, 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.

**ARTICLE VII
Incorporator**

The name and address of the person signing these Articles is: Nicholas M. Daniels, Esq., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of MARCH, 1995.


NICHOLAS M. DANIELS, Subscriber

STATE OF FLORIDA:

SS:

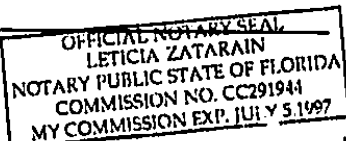
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 14th day of March, 1995, by NICHOLAS M. DANIELS, ESQ., who is personally known to me ~~or who has produced~~ as identification.


Notary Public, State of Florida
at Large

Leticia Zatarain
Type/Print/or Stamp Name of Notary

My Commission Expires:



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

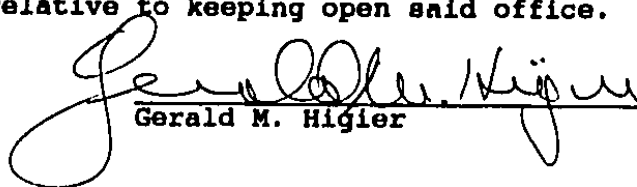
FILED
95 APR 15 AM 8 31
TALLAHASSEE, FLORIDA

GMH/ROYAL PALM, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **GMH/ROYAL PALM, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: c/o Southeast Shopping Centers Corp., 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143 has named Gerald M. Higier, located at 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Gerald M. Higier

NMD/HIGIER/Royal-AR, INC