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PROMPT, HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 654655 80572A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : August 7, 1995

ORDER TIME : 8:43 AM

ORDER NO. : 654655

CUSTOMER NO: 80572A

CUSTOMER: Peter M. Hodkin, Esq
PETER M. HODKIN, P.A.

Suite 4100
2101 West Commercial Boulevard
Fort Lauderdale, FL 33309

3000001559743
-08/14/95-01066-0004
****122.50 ****122.50

DOMESTIC FILING

*****FILE 1ST*****

NAME: PEMBROKE FALLS ASSOCIATES, INC

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 AUG -7 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PEMBROKE FALLS ASSOCIATES, INC.

ARTICLE I

NAME

The name of this corporation shall be:

PEMBROKE FALLS ASSOCIATES, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of this corporation shall
be:

2121 Ponce de Leon Blvd.
Suite 650
Coral Gables, Florida 33134

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
common stock, which shall be designated "Common Shares".

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is 2101 West Commercial Boulevard, Suite 4100,
Fort Lauderdale, Florida 33309, and the initial registered agent of
this corporation at that address is Peter M. Hodkin.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but there shall never be less than one director. The names and addresses of the initial Directors of this corporation are:

Stuart I. Meyers	2121 Ponce de Leon Blvd. Suite 650 Coral Gables, Florida 33134
Stewart Marcus	2121 Ponce de Leon Blvd. Penthouse Coral Gables, Florida 33134
Jorge Lopez	2121 Ponce de Leon Blvd. Suite 650 Coral Gables, Florida 33134

ARTICLE VI

INCORPORATOR

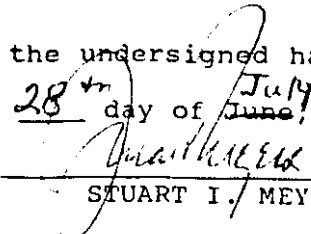
The name and address of the person signing these Articles is Stuart I. Meyers, 2121 Ponce de Leon Blvd., Suite 650, Coral Gables, Florida 33134.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of July, 1995.


STUART I. MEYERS

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF
THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO
ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE
COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28th DAY OF JULY, 1995.

PETER M. HODKIN

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the county and
state set forth above, personally appeared STUART I. MEYERS, known
to me and known by me to be the person who, as Incorporator,
executed the foregoing Articles of Incorporation of PEMBROKE FALLS
ASSOCIATES, INC., and he acknowledged before me that he executed
those Articles of Incorporation. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the county and state aforesaid this
28th day of JULY, 1995.

([Signature])
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: