

P96000002899

904-222-0191 FAX



EFFECTIVE DATE
1/5/96

ACCOUNT NO. : 072100000032

REFERENCE : 795405 35400

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.59

ORDER DATE : January 8, 1996

ORDER TIME : 11:12 AM

400001681724

ORDER NO. : 795405

CUSTOMER NO: 35400

CUSTOMER: Ms. Andrea L. Arneson
STROOCK STROOCK & LAVAN

Suite 3300
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: COCONUT PALMS HOMESTEAD, 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: Jeanine Frezeau

EXAMINER'S INITIALS:

W96-611

2/2

FILED
96 JAN -8 AM 8 48
RECEIVED
96 JAN -8 PM 2: 10
FLORIDA DIVISION OF CORPORATION

SAB
1/10/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: COCONUT PALMS HOMESTEAD, INC.
Ref. Number: W96000000611

We have received your document for COCONUT PALMS HOMESTEAD, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00000946

EFFECTIVE DATE
1/2/40

ARTICLES OF INCORPORATION
OF
COCONUT PALMS HOMESTEAD, INC.

FILED

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THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is COCONUT PALMS HOMESTEAD, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: c/o Coopers & Lybrand L.L.P. Partners Growth Fund, 1251 Avenue of the Americas, New York, NY 10020.
- THIRD:** The Corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 1201 Hays Street, Tallahassee, Florida 32301, and the registered agent at that address is Corporation Service Company.
- FIFTH:** The name and address of the incorporator of the Corporation is: Robert K. Jordan, Esq., Stroock & Stroock & Lavan, 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131-2385.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially, and the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation are:

Patrick R. Leardo
c/o Coopers & Lybrand L.L.P. Partners Growth Fund
1251 Avenue of the Americas
New York, NY 10020

PREPARED BY:

JONATHAN E. MINSKER, ESQ.
Florida Bar #0038120
STROOCK & STROOCK & LAVAN
3300 First Union Financial Center
Miami, Florida 33131
(305) 789-9377

Herman Schnoider
c/o Coopers & Lybrand L.L.P. Partners Growth Fund
1251 Avenue of the Americas
New York, NY 10020

Michael Garrett
c/o Coopers & Lybrand L.L.P. Partners Growth Fund
1251 Avenue of the Americas
New York, NY 10020

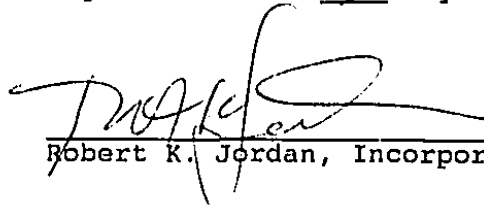
Anno Weinstein
c/o Coopers & Lybrand L.L.P. Partners Growth Fund
1251 Avenue of the Americas
New York, NY 10020

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence on the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1996.


Robert K. Jordan, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I heroby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state
that I am familiar with and accept the obligations of Section
607.0505 of the Florida Business Corporation Act.

Corporation Service Company

By: Karen B. Rozar
Karen B. Rozar
Title: Registered agent

FILED
96 JAN -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA