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 TALLAHASSEE, FLORIDA

C. T. CORPORATION SYSTEM  
 Requestor's Name  
 660 East Jefferson Street  
 Address  
 Tallahassee, Florida 32301  
 City State Zip Phone  
 904-222-1092  
**CORPORATION(S) NAME**

400000185005504  
 -01/17/96--01043--026  
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*Kimco Orlando 638, Inc.*

- Profit - Articles
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
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- Certified Copy
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RECEIVED  
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 DIVISION OF CORPORATION  
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**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**KIMCO ORLANDO 638, INC.**

**FILED**  
95 JUN 17 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: KIMCO ORLANDO 638, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: 3333 NEW HYDE PARK ROAD, P.O. BOX 5020, SUITE 100, NEW HYDE PARK, NY 11042-0020.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE HUNDRED (100) COMMON SHARES; ALL WITHOUT PAR VALUE.

FOURTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: NONE

FIFTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: NONE

SIXTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

SEVENTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Martin S. Kimmel	3333 New Hyde Park Road, Suite 100, New Hyde Park, NY 11042-0020
Milton Cooper	3333 New Hyde Park Road, Suite 100, New Hyde Park, NY 11042-0020
David M. Samber	3333 New Hyde Park Road, Suite 100, New Hyde Park, NY 11042-0020

EIGHTH: A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED ANY IMPROPER PERSONAL BENEFIT.

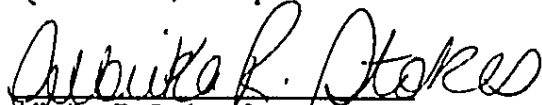
NINTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Barbara A. Dawson	1633 Broadway, New York, NY 10019
Ivette Millan	1633 Broadway, New York, NY 10019
Albrika R. Stokes	1633 Broadway, New York, NY 10019

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 16TH DAY OF JANUARY, 1996.

  
Barbara A. Dawson, Incorporator

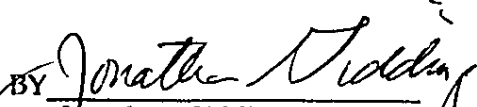
  
Ivette Millan, Incorporator

  
Albrika R. Stokes, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED January 16, 1996

BY   
Jonathan Giddings, Assistant  
Secretary