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FILED
JAN 19 AM 10:11
TALLAHASSEE, FLORIDA

HIGHLANDER PROPERTIES, INC.
Real Estate Services

2500 MILITARY TRAIL - SUITE 200
BOCA RATON, FLORIDA 33431
TELEPHONE: (407) 997-6666
FAX: (407) 997-6665

January 12, 1996

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001692962
-01/19/96--01041--015
****122.50 ****122.50

Re: Incorporation of **HIGHLANDER-PHOENIX, INC.**

Dear Sir/Madam:

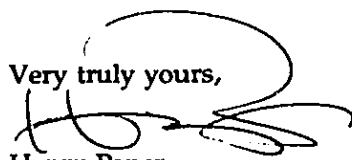
Enclosed is an original and one copy of the Articles of Incorporation for Highlander-Phoenix, Inc., together with check in the amount of \$122.50, representing the following:

Filing Fee:	\$ 35.00
Fee for certified copy:	52.50
Fee for designation of registered agent:	<u>35.00</u>
Total:	<u>\$122.50</u>

When the Articles of Incorporation have been filed, please return to me a certified copy of the Articles of Incorporation and registered agent certificate. A self-addressed, postage prepaid, envelope is enclosed for your convenience.

Should you have any questions concerning this filing, please do not hesitate to contact me.

Very truly yours,



Henry Paper

HP/agk
Encl.

F: CHESSEY JAN 24 1996

**ARTICLES OF INCORPORATION
OF
HIGHLANDER-PHOENIX, INC.**

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The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **HIGHLANDER-PHOENIX, INC.** (hereinafter referred to as the "Corporation"). The principal office and mailing address of the Corporation is 2500 North Military Trail, Suite 200, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III

TERM

The term for which the Corporation shall exist shall be perpetual and it will commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 500 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and registered agent of the Corporation in this state is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431 and the name of the initial registered agent of the Corporation at that address is Henry Paper.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased 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 director of the Corporation is:


<u>Name</u>	<u>Address</u>
Henry Paper	2500 Military Trail Suite 200 Boca Raton, Florida 33431

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

<u>Name</u>	<u>Address</u>
Henry Paper	2500 Military Trail Suite 200 Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of January, 1996.

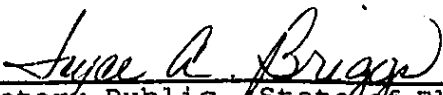


HENRY PAPER
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

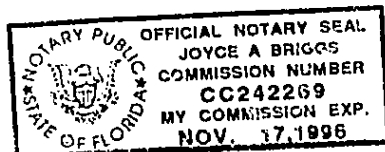
The foregoing instrument was acknowledged before me this date by HENRY PAPER, who is personally known to me who did take an oath.

12th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1996.



Notary Public, State of Florida
Print Name: JOYCE A. BRIGGS

My Commission Expires:



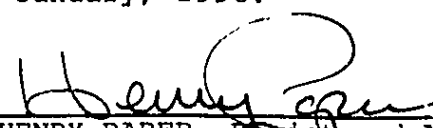
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

HIGHLANDER-PHOENIX, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Boca Raton, Florida, has named HENRY PAPER, whose address is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for **HIGHLANDER-PHOENIX, INC.** at the place designated in this Certificate, I hereby accept the same and agree to serve as the Registered Agent for the Corporation and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 12th day of January, 1996.


HENRY PAPER, Registered Agent

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96 JAN 19 AM 10:11
CLERK OF STATE
TALLAHASSEE, FLORIDA