Document Number Only 11021 CT CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street **Address** 800002032488--7 -12/18/96--01054--019 *****70.00 *****70.00 Tallahassee, FL 32301 222-1092 City State Zip Phone CORPORATION(S) NAME APProfit auts of Inc. () NonProfit () Amendment () Merger () Limited Liability Co. () Foreign () Dissolution/Withdrawal () Mark () Limited Partnership () Other UCC Filing () Annual Report () Reinstatement () Reservation () Change of R.A. ()Fic. Name () Certified Copy () Photo Copies () CUS () Call When Ready () Call if Problem () After 4:30 Walk In Pick Up () Mail Out Name Availability PLEASE RETURN EXTRA COPIES Document FILE STAMPED 96 DEC 18 AH II: 09 Examiner 12-18 Updater Verifier Acknowledgment W.P. Verifier

CR2E031 (1-89)

STATE OF FLORIDA

ARTICLES OF INCORPORATION



OF

ST. CROIX APARTMENTS, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: St. Croix Apartments, Inc.

SECOND: The street address of the initial principal office and if different, the mailing address of the corporation is: c/o Sentinel Real Estate Corporation, 666 Fifth Avenue, New York, New York 10103.

THIRD: The number of shares the corporation is authorized to issue is: 2,000.

FOURTH: Provisions for the regulation of the internal affairs of the corporation are:

The purpose or purposes for which the corporation is organized shall be limited to the ownership, mortgage and secured financing, operation, leasing, sales and related activities in respect of St. Croix Apartments located in Tampa, Florida and paying over the net income from the property to an entity(ies) described in Section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (the "Code") and, in connection with these purposes, the corporation shall be entitled to exercise the powers granted to it under the laws of the state of Florida. The corporation shall not be empowered to perform any action that would result in the corporation's failing to qualify as a corporation exempt from federal income taxation pursuant to Section 501(c)(25) of the Code.

FIFTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

SIXTH: The name and address of the incorporator is:

Ellyn Baron

c/o Sentinel Real Estate Corporation
666 Fifth Avenue
New York, New York 10103

The undersigned has executed these articles of incorporation this 17th day of December, 1996.

Ellyn Baron Incorporator

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in section 607.0505.

CT CORPORATION SYSTEM

Dated: 12/17, 1996.

By: an Maire Cumning

Name:

Title: ÄNN MARIE CUMMINS ASSISTANT SECRETARY

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of

dissolution:

The name of the corporation is __St. Croix Apartments, Inc. FIRST: SECOND: The articles of incorporation were filed on December 18, 1996 THIRD: (check one) None of the corporation's shares have been issued. The corporation has not commenced business. FOURTH: No debt of the corporation remains unpaid. The net assets of the corporation remaining after winding up have been FIFTH: distributed to the shareholders, if shares were issued. SIXTH: Adoption of Dissolution (check one) A majority of the incorporators authorized the dissolution. A majority of the directors authorized the dissolution. Signed this 20th day of December Signature (By an incorporator if adopted by the incorporators or by the chairmen or vice chairman of the board, president, or other officer if adopted by the directors) Ellyn Baron (Typed or printed name) Incorporator

(Title)