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DIVISION OF CORPORATION

ACCOUNT NO. 17-1176-0003P

REFERENCE # 040050 4303929

AUTHORIZATION # Patricia Pyzato

COST LIMIT # 1,122.50

ORDER DATE # February 15, 1996

ORDER TIME # 11:10 AM

ORDER NO. # 040050

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CUSTOMER NO: 4303929

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUBIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
1221 Brickell Avenue
22nd Floor
Miami, FL 33131-3230

DOMESTIC FILING

NAME: MULTI-FAMILY PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

T. BROWN FEB 15 1996

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TALLAHASSEE, FLORIDA

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Melvin N. Greenberg
(1928-1994)

Elizabeth C. Galvin, L.A.
305-789-5449

February 14, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 5327
Tallahassee, FL 32314

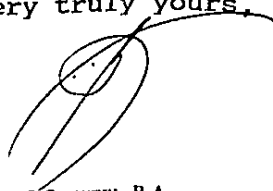
RE: MULTI-FAMILY PARTNERS, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

848058



GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
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**ARTICLES OF INCORPORATION
OF**

MULTI-FAMILY PARTNERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MULTI-FAMILY PARTNERS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Jeffery Greene, 1221 Brickell Avenue, Suite 1800, Miami, FL 33131.

ARTICLE III

The capital stock that this Corporation shall have authority to issue is One Thousand (1,000) shares of Common capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 1800, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **JEFFERY GREENE**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's

director until successors are duly elected and qualified is:

JEFFERY GREENE
1221 Brickell Avenue - Suite 1800
Miami, FL 33131

ARTICLE VII

The name of the Incorporator is JEFFERY GREENE and the address of the Incorporator is 1221 Brickell Avenue, Suite 1800, Miami, FL 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17th day of February, 1996.



JEFFERY GREENE - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MULTI-FAMILY PARTNERS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



JEFFERY GREENE - Registered Agent

Dated: February 14, 1996.