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GLICKMAN, WITTERS AND MARELL, P.A.

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1001 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CORIN L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

CHARLES D. JAMERSON

March 20, 1996

FILED
MAR 25 PM 6:47
TALLAHASSEE, FLORIDA

TELEPHONE
(407) 470-1111

TELECOPIER
(407) 470-0400

Corporate Record Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

7000001756517

-03/25/96--01097--003

****122.50 ****122.50

Reference: **MARBURN PROPERTIES, INC.**

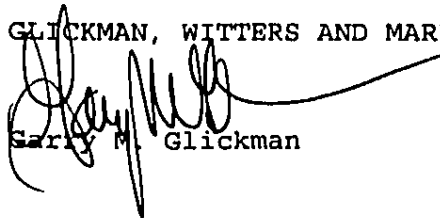
Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 for the certificate fee and \$35.00 for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS AND MARELL



Garry M. Glickman

GMG:jt

Enclosures (as noted above)

F. CHESSER APR 2 1996

ARTICLES OF INCORPORATION
OF
MARBERN PROPERTIES, INC.

FILED
95 MAR 25 PM 6:47
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

The undersigned subscriber to these Articles of Incorporation is a sole person competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

MARBERN PROPERTIES, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is: Any business or business activity permitted under the laws of the State of Florida and the United States.

ARTICLE III

CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this corporation in the State of Florida is:

1601 Forum Place, Ste. 1101
West Palm Beach, Florida 33401

The Registered Agent of the corporation at the Corporation's Registered Office is:

GARRY M. GLICKMAN

ARTICLE VI

PRINCIPAL CORPORATE OFFICE

The principal corporate office is:

819 E. Franklin Street
Chapel Hill, NC 27514

ARTICLE VII

DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Martin Bernholz
819 E. Franklin Street
Chapel Hill, NC 27514

ARTICLE IX

INCORPORATOR

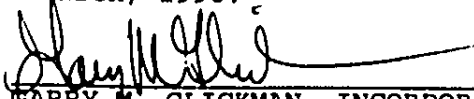
The name and address of the incorporator of these Articles of Incorporation is:

Garry M. Glickman
1601 Forum Place, Ste. 1101
West Palm Beach, Florida 33401

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

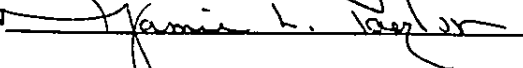
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 21 day of March, 1996.


GARRY M. GLICKMAN, INCORPORATOR

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

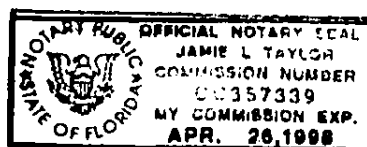
The foregoing instrument was acknowledged before me this 21st day of March, 1996 by Garry M. Glickman as incorporator of the afore-described Articles of Incorporation, who is personally known to me and did take an oath.

NOTARY PUBLIC:

SIGN 

PRINT Jamie L. Taylor

STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:



DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 607.034, Florida Statutes, the following is submitted:

MARBEN PROPERTIES, INC.

desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 1601 Forum Place, Ste. 1101 has named Garry M. Glickman as its agent to accept service of process within Florida.

Signature


Garry M. Glickman

Title: Incorporator

Date:

3/21/96

FILED
96 MAR 25 PM 6:47
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature


GARRY M. GLICKMAN

Date:

3/21/96