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Briarwood Apartments, Inc.
4600 N.W. 9th Court, Suite 2, Plantation, Florida 33317

April 18, 1996

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF
Briarwood Apartments, Inc.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of Briarwood Apartments, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$ 70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Respectfully,


Jeffrey E. Graf

4600 N.W. 9th Court, Suite 2, Plantation, Florida 33317

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

Briarwood Apartments, Inc.

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CLERK OF STATE
CORPORATIONS
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ARTICLE I - NAME

The name of the corporation is **Briarwood Apartments, Inc.** The principal address of the corporation is: 4600 N.W. 9th Court, Suite 2, Plantation, Florida 33317.

ARTICLE II - TERM OF EXISTENCE

The period of its duration is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **one thousand (1000)** shares of common stock having a par value of **\$10.00 per share.**

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE VI - LIMITATION OF LIABILITY

Each Director, stockholder, and officer, in consideration for his or her services, shall in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his/her being or having

been a director, stockholder, or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder, or officer may be entitled as a matter of law.

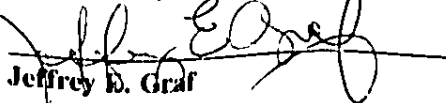
ARTICLE VII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act, or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself, herself, or any firm, association, or corporation in which he or she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE VIII - ADDRESS

The street address of its initial registered office is 4600 N.W. 9th Court, Suite 2, Plantation, Florida 33317, and the name of its initial registered agent at such address is Jeffrey E. Graf.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation, including, without limitation, acceptance of service of process, keeping the office open during prescribed hours, posting my name (and any other officers' names of said corporation authorized to accept service of process) at the above designated address in some conspicuous place in the office as required by law.


Jeffrey E. Graf

ARTICLE IX - DIRECTORS

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Jeffrey E. Graf	1081 S.W. 92nd Avenue, Plantation, Florida 33324

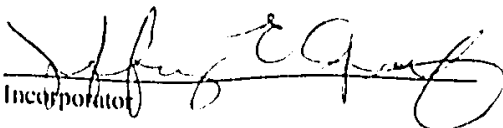
ARTICLE X - POWERS

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE XI - INCORPORATOR

The name and address of each incorporator is:

Name	Mailing Address
Jeffrey E. Graf	1081 S.W. 92nd Avenue, Plantation, Florida 33324


Incorporator

ARTICLE XII - CESSATION OF INCORPORATOR'S POWER

The powers of the incorporators cease upon filing of the Articles of Incorporation.

NOTED
STATE
12-16