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LAW OFFICES

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ROBERT D. SLEWETT (FLA.)
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MORRIS L. STEINBERG (N.Y.)

*PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

April 17, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: THE MILLER FAMILY LAND HOLDING CORPORATION

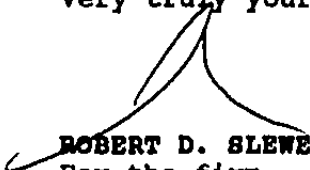
Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of The Miller Family Land Holding Corporation, duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,


ROBERT D. SLEWETT
For the firm

RDS/mc
enc.

APR 26 1996

BAB

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96 APR 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE MILLER FAMILY
LAND HOLDING CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

THE MILLER FAMILY LAND HOLDING CORPORATION

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, and specifically to serve as a Trustee of a Florida Land Trust or Trusts, pursuant to Florida Statute §689.071.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be c/o Miller Realty Associates, 213 Glen Street, Glen Cove, New York 11542, or such other location as the Board of Directors may designate.

ARTICLE V
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is: Robert D. Slewett, Esq., Steinberg, Slewett & Yaffe, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE VII
SUBSCRIBER

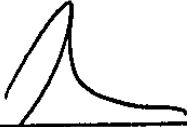
The name and street address of the subscriber of this corporation is:

Robert D. Slewett, Esq.
Steinberg, Slewett & Yaffe, P.A.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is ROBERT D. SLEWETT, Esq.

IN WITNESS WHEREOF, the undersigned has made and subscribed to
these Articles of Incorporation at Miami Beach, Dade County,
Florida, for the uses and purposes aforesaid, this 18 day of
April, 1996.




ROBERT D. SLEWETT
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
ROBERT D. BLEWETT, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 18 day of April,
1996.



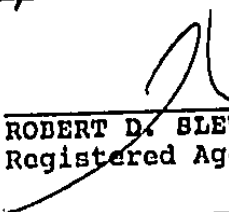
NOTARY PUBLIC - State of Florida



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for MILLER FAMILY LAND HOLDING CORPORATION and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 18 day of April, 1996.


ROBERT D. SLEWETT
Registered Agent



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96 APR 22 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA