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LAW OFFICES
OF

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THOMAS E. CHAMBERS ESQ

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April 30, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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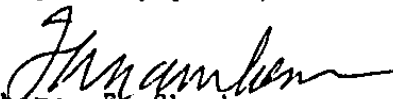
Re: D & D Apartments, Inc.
File No. 4206-3

Gentlemen:

Enclosed please find the original and three copies of the Articles of Incorporation for the above. Please file and return conformed copies to me. I have attached my check in the amount of \$122.50 representing the fee for filing, certified copies and resident agent.

Thank you for your cooperation.

Very truly yours,


Thomas E. Chambers

TEC/th
Enc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
D & D APARTMENTS, INC.

We, the undersigned subscribers to these Articles of Incorporation, both natural persons competent to contract, hereby associate to form a corporation under the laws of the State of Florida.

ARTICLE I:

Name: The name of the Corporation shall be D & D APARTMENTS, INC., whose address is 1453 N.W. 1st Court, Florida City, FL 33034.

ARTICLE II:

Nature of Business: The general nature of the business to be transacted by this corporation is:

1. The operation of two (4-unit) apartment houses and all other activities that may be associated with same.
2. To transact any lawful business for which corporations may be incorporate under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the stockholders of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell, assign, transfer or otherwise dispose of an invest in, deal in, and with goods, wares merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal

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benefits society, state fair or exposition.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III:

Capital Stock: The amount of the total authorized capital stock of the corporation shall be One Hundred Shares (100) of Common Stock of no par value. The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be fixed by the stockholders.

ARTICLE IV:

Initial Capital: The amount of Capital which this corporation will begin business is more than One Thousand Dollars (\$1,000.00), which said amount has been paid in cash and other assets in kind.

ARTICLE V:

Term of Existence: This corporation is to exist perpetually, unless sooner dissolved according to law.

ARTICLE VI:

Directors: The business of the corporation shall be managed by the stockholders of said corporation rather than by a Board of Directors.

ARTICLE VII:

Subscribers: The name and post office address of the subscribers

of these Articles of Incorporation, the number of shares of stock
and the value of the consideration therefore are:

Donzo L. Tomlinson	50 shares
1453 N.W. 1st Court, Florida City, FL 33034	
Doris J. Tomlinson	50 shares
1453 N.W. 1st Court, Florida City, FL 33034	

ARTICLE IX:

Officers: The officers of this corporation shall be:

Donzo L. Tomlinson, President

Doris J. Tomlinson, Secretary-Treasurer

ARTICLE X:

Amending: This corporation reserves the right to amend, alter,
change, or repeal any provision contained in the Articles of
Incorporation, in the manner now or hereinafter prescribed
by law, and all rights conferred on stockholders herein are
granted subject to this reservation.

ARTICLE XI:

Designation of Initial Registered Agent and Office: The initial
registered agent of the corporation shall be Donzo L. Tomlinson
at his initial registered office located at 1453 N.W. 1 Court,
Florida City, Dade County, Florida 33034.

In witness whereof, we, the undersigned incorporators
have hereunto set our hands and seals to this, these Articles of
Incorporation on this 29 day of April, 1996, for
the purpose of forming this corporation for profit under the laws

of the State of Florida, and we hereby certify that the facts
herein stated are true.

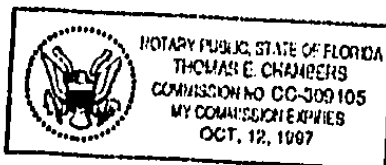
Donzo L. Tomlinson Doris J. Tomlinson
DONZO L. TOMLINSON DORIS J. TOMLINSON

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME the undersigned authority, personally
appeared DONZO L. TOMLINSON AND DORIS J. TOMLINSON, to me known
to be the persons described in and who executed and subscribed the
foregoing Articles of Incorporation and they acknowledged before me
that they executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Homestead, Dade County, Florida this 29 day of
April, 1996.

[Signature]
Notary Public, State of FL



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: D & D APARTMENTS, INC., qualified to do business under the laws of the State of Florida with its principal office located at 1453 N.W. 1st Court, Florida City, Dade County, Florida 33034 and appointed Donzo L. Tomlinson as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Donzo L. Tomlinson

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