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JAMES S. SIDMAN
ATTORNEY AT LAW
3102 OAKLYN AVENUE
TAMPA, FLORIDA 33609

May 21, 1996

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

re: OPM Funding Group, Inc.

Gentlemen:

Please find a check in the amount of \$ 122.50 for the filing of the Articles of Incorporation along with an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent, for the above referenced company. Please file the original and return a certified copy for our records.

Respectfully,


James S. Sidman

attach

FILED
96 MAY 24 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAL MAY 31 1996

**ARTICLES OF INCORPORATION
OF
OPM FUNDING GROUP, INC.**

FILED
96 MAY 24 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the Corporation is: OPM Funding Group, Inc.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereunder.

ARTICLE III

Nature of Business

The Corporation is organized to engage in the business of locating, developing, managing, and selling multi-family residential real property and in any and all other lawful business.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 25,000 shares of \$ 1.00 par value common stock, which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 5005 W. Laurel, Suite 206, Tampa, Florida, 33607 and the name of its initial registered agent at such address is David B. Gordon.

ARTICLE VI
Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by by-laws or the Corporation, provided that the Corporation shall always have at least one director. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

Name	Address
David B. Gordon	5005 W. Laurel, Suite 206 Tampa, Florida 33607
Herbert Lande	6645 W. Tropicana Avenue Suite 201 Las Vegas, Nevada 89103
Lilan Starford	5005 W. Laurel, Suite 206 Tampa, Florida 33607

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation is:

Name	Address
James S. Sidman	3102 Oaklyn Avenue Tampa, Florida 33609

ARTICLE VIII
By-Laws

The power to adopt, alter, amend, or repeal by-laws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Indemnification

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE X
Amendment

These articles of incorporation may be amended in the manner provided by law.

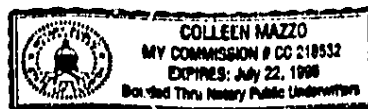
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11 day of Nov, 1996.

James S. Sidman
James S. Sidman, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing articles of incorporation were acknowledged before me this 11 day of March, 1996, by James S. Sidman, as incorporator.

Colleen Mazzo My commission Expires:
Notary Public



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENTS UPON WHOM
PROCESS MAY BE SERVED**

FILED
96 MAY 24 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

OPM Funding Group, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5005 W. Laurel Street, Suite 206, Tampa, Florida 33607 has named David B. Gordon, located at 5005 W. Laurel Street, Suite 206, Tampa, Florida, 33607 as its agent to accept service of process within Florida.

5/20/96
DATE


DAVID B. GORDON

Having been named to accept service of process for the above named 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 performance of my duties.


David B. Gordon
Registered Agent