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(((H96000007664))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.
DEPARTMENT OF STATE 25 SE 2ND AVE
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131- FL 33418-0000
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (904) 922-4000 PHONE: (305) 358-5900
FAX: (305) 358-9490

(((H96000007664))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CAROL CITY GARDEN APARTMENTS, INC.
FAX AUDIT NUMBER: H96000007664 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/31/1996 TIME REQUESTED: 12:46:37
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076150002103

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TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.
DEPARTMENT OF STATE 25 SE 2ND AVE
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131- FL 33418-0000

5/31

DIVISION OF CORPORATIONS

96 MAY 31 PM 2:50

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96 MAY 31 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit # H96000007664

ARTICLES OF INCORPORATION
OF
CAROL CITY GARDEN APARTMENTS, INC.

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

ARTICLE I

NAME

The name of the corporation is CAROL CITY GARDEN APARTMENTS, INC., whose address is: 8585 Sunset Drive, West Atrium, Miami, Florida 33143.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.
Florida Bar No.: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

Fax Audit # H96000007664

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TALLAHASSEE, FLORIDA

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per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 8585 Sunset Drive, West Atrium, Miami, Florida 33143, and the name of the initial registered agent of this corporation at that address is Keith Ward.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street addresses of the initial directors are:

Keith Ward
8585 Sunset Drive
West Atrium
Miami, Florida 33143

Evelyn Langlieb Greer
2400 South Dixie Highway
Suite 200
Miami, Florida 33133

Fax Audit # H96000007664

ARTICLE VII
INCORPORATOR

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

Kaith Ward
8585 Sunset Drive
West Atrium
Miami, Florida 33143

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION


The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 29th day of May,
1996.




KEITH WARD

STATE OF FLORIDA)
) : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
29th day of May, 1996 by KEITH WARD, who is
personally known to me or who has produced Personally Known
as identification.





NOTARY PUBLIC, STATE OF FLORIDA
Print name: Marcy Sosnowski
Commission No.: _____

My Commission expires:

G:\CRRER\WARD\CAROLCTY.ART

**CERTIFICATE OF REGISTERED AGENT
OF
CAROL CITY GARDEN APARTMENTS, INC.**

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

That CAROL CITY GARDEN APARTMENTS, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Keith Ward, 8585 Sunset Drive, West Atrium, Miami, Florida 33143, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

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

Dated this 29 day of May, 1996.



KEITH WARD

G:\GREEN\WARD\CAROLCTY.ART

FILED
96 MAY 31 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08/26/96 MON 11:01 FAX 3053580400

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Terminal Emulation

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((H96000011879))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.
DEPARTMENT OF STATE 25 SE 2ND AVE
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131-731-

TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (904) 922-4000 PHONE: (305) 358-5900
FAX: (305) 350-9490

((H96000011879))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: CAROL CITY GARDEN APARTMENTS, INC.

FAX AUDIT NUMBER: H96000011879

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/26/1996

TIME REQUESTED: 10:56:59

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CERTIFICATE OF STATUS: 0

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08/26/96 11:01 AM

08/26/96 11:01 AM
96 AUG 26 AM 11:24

FILED
96 AUG 26 PM 5:00
STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 26, 1996

CAROL CITY GARDEN APARTMENTS, INC.
8585 SUNSET DRIVE
WEST ATRIUM
MIAMI, FL 33143

SUBJECT: CAROL CITY GARDEN APARTMENTS, INC.
REF: P96000046401

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000011879
Letter Number: 496A00040365

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CAROL CITY GARDEN APARTMENTS, INC.

Fax Audit # H96000011879

The undersigned as President and Director of CAROL CITY GARDEN APARTMENTS, INC. hereby files this Amendment to the Articles of Incorporation of CAROL CITY GARDEN APARTMENTS, INC. which Amendment was unanimously approved by all the directors, officers and shareholders of CAROL CITY GARDEN APARTMENTS, INC. pursuant to a meeting duly held on the 19th day of August, 1996 at which meeting all of said officers, directors and shareholders agreed that Evelyn Langlieb Greer shall be removed as a director of CAROL CITY GARDEN APARTMENTS, INC. Accordingly, Article VI of the Articles of Incorporation is revised as follows:

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the sole director

Keith Ward
8505 Sunset Drive
West Atrium
Miami, Florida 33143


This Amendment modifies the Articles of Incorporation which was filed on May 31, 1996 and assigned document number P96000046401.

WITNESS the hand and seal of the President and Director on this 23rd day of August, 1996.


Keith Ward

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 23rd day of August, 1996 by Keith Ward who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name:
Commission No.

My Commission expires:

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900



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