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June 24, 1996

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: Mitchell's Manor, Inc.

EFFECTIVE DATE
June 27, 1996

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for Mitchell's Manor, Inc., and our check in the amount of \$122.50.

Please file the enclosed Articles of Incorporation and return to us a certified copy of same.

Yours very truly,

DAVID M. LAZAN

DMJ/vn
Encls.(3)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MITCHELL'S MANOR, INC.

I, the undersigned, for the purpose of forming a corporation under and pursuant to the Laws and Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

EFFECTIVE DATE

June 24, 1996

ARTICLE I

The name of the corporation is MITCHELL'S MANOR, INC. The principal mailing address is 900 N.W. 175th Street, Miami, Florida 33169.

ARTICLE II

The general nature of the business to be transacted is as follows:

Section 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incident-

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tal to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or

special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of one dollar (\$1.00) par value, unless duly changed in accordance with the Laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida shall be 900 N.W. 175th Street, Miami, Florida 33169, and the name of the initial registered agent of this corporation is Thomasena J. Mitchell. The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE X

The name and street address of the sole directors of this

corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are Thomasena J. Mitchell and Samuel Mitchell, Jr.

ARTICLE XI

The name and street address of the subscribers to the Articles of Incorporation are: Thomasena J. Mitchell, 900 N.W. 175th Street, Miami, Florida 33169 and Samuel Mitchell, Jr. 900 N.W. 175th Street, Miami, Florida 33169.

ARTICLE XII

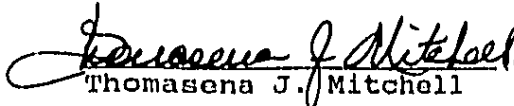
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the director, proposed by her to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless the director and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State

within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 24th day of June, 1996.

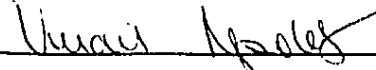
 (SEAL)
Thomasena J. Mitchell

 (SEAL)
Samuel Mitchell, Jr.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of June, 1996 by Thomasena J. Mitchell and Samuel Mitchell, Jr., who are personally known to me or who have produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

(sign) 
(print) Vivian Napoles

State of Florida at Large
My Commission expires:



VIVIAN NAPOLES
Notary Public, State of Florida
My Comm. Exp. March 17, 1999
Commission No. CC444687
Bonded Thru Gen. Ins. Underwriters

Lazan, Trute & Robbins

ATTORNEYS AND COUNSELLORS AT LAW, 1090 KANE CONCOURSE, BAY HARBOR ISLANDS, FLORIDA 33154 • (305) 865-6736

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

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

That MITCHELL'S MANOR, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Thomasena J. Mitchell, located at 900 N.W. 175th Street, Miami, Florida 33169, as its agent to accept service of process within this State.

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 provision of said Act relative to keeping upon said office.


Thomasena J. Mitchell, Resident Agent

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TALLAHASSEE FLORIDA

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