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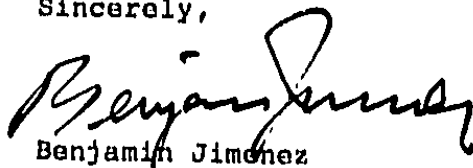
July 5, 1996

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

Re: Kissimmee Retailers Shopping Center, Inc.

Enclosed please find the original and one copy of Articles of Incorporation of referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing, registration of agent and certification of articles.

Sincerely,


Benjamin Jimenez

Enclosures

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***122.50 ***122.50

D. BROWN JUL 11 1996

**ARTICLES OF INCORPORATION
OF
KISSIMMEE RETAILERS SHOPPING CENTER**

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

ARTICLE I - CORPORATE NAME

The name of the corporation is: KISSIMMEE RETAILERS SHOPPING CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1000) shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V - PRINCIPAL OFFICE AND ADDRESS

The principal office and address of this corporation is:

600 N. Thacker Ave. Suite D-26
Kissimmee, Florida 34741

ARTICLE VI - REGISTERED AGENT NAME AND ADDRESS

The name and address of registered agent of this corporation is:

Lydia E. Parks
600 N. Thacker Ave. Suite D-26
Kissimmee, Fl 34741

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three. The name of the initial directors of the corporation are:

Fidencio E. Avilon
77 Don Chamary St.
Moca, Puerto Rico 00676

Jose E. Avilon
77 Don Chamary St.
Moca, Puerto Rico 00676

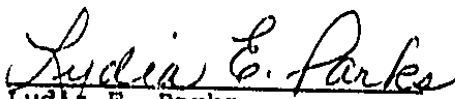
VIII - INCORPORATOR

Lydia E. Parks
600 N. Thacker Ave. Suite D-26
Kissimmee, FL 34741

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by at least a majority of stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

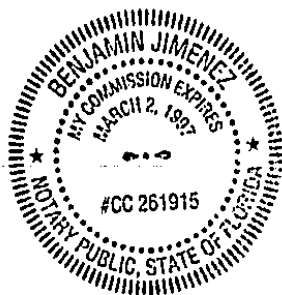
IN WITNESS WHEREOF, the undersigned, as incorporator, have executed these Articles of Incorporation, this 5th day of July, 1996.



Lydia E. Parks

STATE OF FLORIDA
OSCEOLA COUNTY

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lydia E. Parks, resident of Orange County, Florida, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed by hand and seal in the State and County aforesaid, this 5th day of July, 1996.




Benjamin Jimenez
Notary Public

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to Florida Statutes, Sections 607.0501 or 617.0501 the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

1. The name of the corporation is:
KISSIMMEE RETAILERS SHOPPING CENTER, INC.
2. The name and address of the Registered Agent are:

Lydia E. Parks
600 N. Thacker Ave. Suite D-26
Kissimmee, Florida 34741

CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT

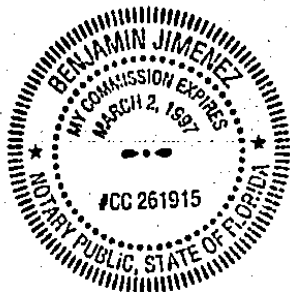
Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office at 600 N. Thacker Ave. Suite D-26, Kissimmee, Florida 34741

Lydia E. Parks
Lydia E. Parks

STATE OF FLORIDA
OSCEOLA COUNTY

Before me, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Lydia E. Parks, known to me and known to be the person who executed the foregoing Certificate of Acknowledgment of Registered Agent.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 5th day of July, 1996.



Benjamin Jimenez
Benjamin Jimenez
Notary Public