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July 12, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: PARK PLAZA SHOPPES CORP.

Gentlemen:

I am enclosing, herewith, original and copy of the Articles of Incorporation of PARK PLAZA SHOPPES CORP., together with a check in the amount of \$122.50 to cover cost of filing.

Please file the original and return a stamped copy to this office at your earliest possible convenience.

If you have any questions regarding the above, please contact this office immediately.

Very truly yours,

RONALD N. DUBNER

RND/toc

Encs.

FILED
96 JUL 16 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

63 7/18/96

Articles of Incorporation

OF

PARK PLAZA SHOPPES CORP.

FILED

96 JUL 16 AM 10:16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is PARK PLAZA SHOPPES CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 123 N.W. 13TH STREET, SUITE 221, BOCA RATON, FLORIDA 33432, and the name of the initial registered agent of this corporation at that address is RONALD N. DUBNER. PRINCIPAL OFFICE IS THE SAME.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME

ADDRESS

ANNETTE DUBNER

7555 MANDARIN DRIVE
BOCA RATON, FLORIDA 33433

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

RONALD N. DUBNER

123 N.W. 13TH STREET
SUITE 221
BOCA RATON, FLORIDA 33432

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12TH day of JULY, 1996.



Subscriber RONALD N. DUBNER

Subscriber

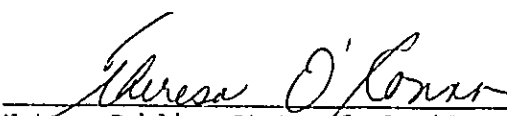
Subscriber

Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

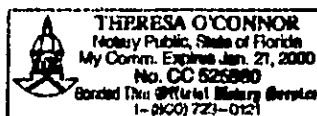
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RONALD N. DUBNER known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation I RELIED UPON THE FOLLOWING FORM OF IDENTIFICATION FOR THE ABOVE NAMED: PERSONALLY KNOWN.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12th day of July, 1996.



Notary Public, State of Florida at Large

My commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT PARK PLAZA SHOPPES CORP.

(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON,
(City)

STATE OF FLORIDA, HAS NAMED RONALD N. DUBNER

(State)

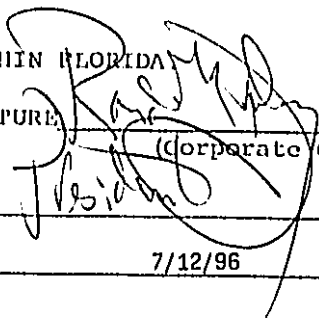
(Name of Resident Agent)

LOCATED AT 123 N.W. 13TH STREET, SUITE 221,

(Street Address and Number of Building, Post Office Box
Addresses are not Acceptable)

CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS AGENT TO
(City)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE 

(Corporate Officer)

TITLE President

DATE 7/12/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE 

(Resident Agent)
RONALD N. DUBNER

DATE 7/12/96

FILED
96 JUL 16 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA