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TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133-
TALLAHASSEE, FL 32399 CONTACT: JUSTIN T WILSON
FAX: (904) 922-4000 PHONE: (305) 860-7090
FAX: (305) 850-4777
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.
NAME: HEIDI APARTMENTS II, INC.
FAX AUDIT NUMBER: H96000010203 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/23/1996 TIME REQUESTED: 15:05:40
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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PA met sign
in Behalf of PA
7/24/96
JB

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**ARTICLES OF INCORPORATION
OF
HEIDI APARTMENTS II, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I - NAME

The name of this corporation is Heidi Apartments II, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The principal business address and mailing address of the Corporation is:

2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133
Attention: Richard M. Spector

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Richard M. Spector, Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 22, 1996.


Richard M. Spector, Incorporator

This instrument prepared by:
Richard M. Spector
Adorno & Zeder, P.A.
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 856-3235
Florida Bar No: 394215

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Heidi Apartments II, Inc.
2. The name and address of the Registered Agent and the Registered Office

A Z Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Heidi Apartments II, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: July 22, 1996

AZ REGISTERED AGENT CORPORATION

By: Justin T. Wilson

Justin T. Wilson,
Secretary and Treasurer

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