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July 29, 1996

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Secretary of State of Florida
Corporations Division
P O Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
7-29-96

Re: Allen Gordon Realty, Inc.

Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared for Allen Gordon Realty, Inc., a proposed Florida corporation. Also enclosed is out of pocket the amount of \$122.50 in payment of the following fees:

FILED
96 JUL 30 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$ 122.50

Please return the certified copy of the articles to me. Thank you for your cooperation with this matter.

Sincerely,

Jan Blanck
Jan Blanck,
Lawyer's Assistant to
Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

JUL 31 1996

BSB

M11-105850.1

**ARTICLES OF INCORPORATION
OF
ALLEN GORDON REALTY, INC.**

FILED
96 JUL 30 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Allen Gordon Realty, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE
7-29-96

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Allen Gordon Realty, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 3317 Northwest 10th Terrace, Suite 409, Fort Lauderdale, Florida 33309.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on July 29, 1996.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

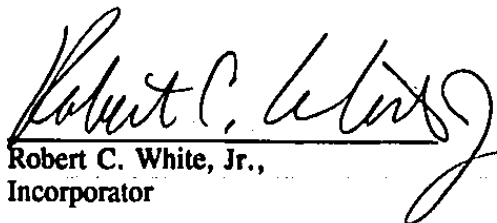
ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

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


Robert C. White, Jr.,
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

ALLEN GORDON REALTY, INC.

Having been named to accept service of process for ALLEN GORDON REALTY, INC., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: July 29, 1996


Robert C. White, Jr.

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96 JUL 30 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA