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CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS*
E. PAIGE DRUMMOND BRODY
JOHN C. PRIMEAU

*ALSO ADMITTED IN NEW YORK

FEDERAL EXPRESS

June 26, 1996

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

Re: NILES REALTY, INC.
a Florida corporation

Ladies and Gentlemen:

I am enclosing to you herewith Articles of Incorporation in triplicate and request that you file the original thereof, certify both copies and issue your certificate under seal as to the status of this new corporation.

Also enclosed is Mr. Nile's check in the amount of \$183.75 for the following:

1.	Filing Fee	\$ 35.00
2.	Registered Agent's Fee	35.00
3.	Two Certified Copies	105.00
4.	One Certificate Under Seal as to Corporate Status	8.75

TOTAL \$ 183.75

Very truly yours,

Mark F. Butler

MFB:rjc

Enclosure

cc: Richard C. Niles

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***183.75 ***183.75

1st 2nd

FILED
JUN 26 12 AM 9:15
TALLAHASSEE, FLORIDA

W96-16315

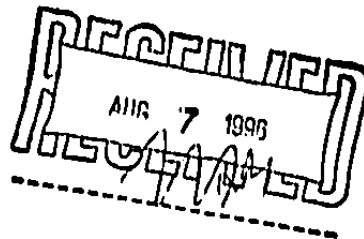


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1996

MARK F. BUTLER
4601 SHERIDAN ST., STE. 505
EMERALD HILLS EXECUTIVE PLAZA I
HOLLYWOOD, FL 33021-3412

SUBJECT: NILES REALTY, INC.
Ref. Number: W96000016315



We have received your document for NILES REALTY, INC. and your check(s) totaling \$183.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) NILES REALTY, INC., Document number F29115, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1990 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1297.50, therefore, there is a balance of \$1113.75 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 396A00037296

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CHARLES S. KYRIAZOS*

E. PAIGE DRUMMOND BRODY

JOHN C. PRIMEAU

*ALSO ADMITTED IN NEW YORK

August 8, 1996

Ms. Sandra Ng
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

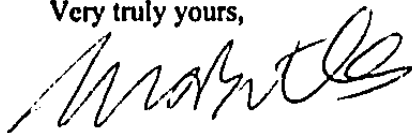
Re: NILES REALTY, INC.
a Florida corporation

Dear Ms. Ng:

In response to your letter dated August 5, 1996, a copy of which is enclosed and consistent with our telephone conversation of August 8, 1996, I am enclosing to you herewith an original and two (2) copies of the Articles of Incorporation for Niles Realty, Inc.

As we discussed, I am forming this new corporation, Niles Realty, Inc., and desire to avoid any re-instatement of the old corporation Niles Realty, Inc.

Very truly yours,



Mark F. Butler
MFB/rjc

**ARTICLES OF INCORPORATION
OF
NILES REALTY, INC.**

FILED
96 AUG 12 AM 9:15
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I: Name

The name of the corporation shall be NILES REALTY, INC.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be #304, 499 E. Sheridan Street, Dania, Florida 33004.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV: Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Mark F. Butler
#505
4601 Sheridan Street
Hollywood, Florida 33021

Article VI: Term of Existence

This corporation is to exist perpetually.

Article VII: Officers

The name and street address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

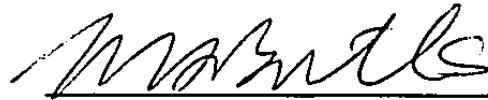
Mark F. Butler
#505
4601 Sheridan Street
Hollywood, Florida 33021

Article VIII: Incorporator

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

Mark F. Butler
#505
4601 Sheridan Street
Hollywood, Florida 33021

The undersigned incorporator has executed these Articles of Incorporation this 8
day of August, 1996.



MARK F. BUTLER

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for NILES REALTY, INC. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes (F.S. 607.0505) relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 8 day of August, 1996.

BY: 

MARK F. BUTLER

FILED
96 AUG 12 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA