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OF COUNSEL
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FILED
AUG 13 AM 7:59
TALLAHASSEE, FLORIDA

August 13, 1996

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

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ATTN: Charter Section

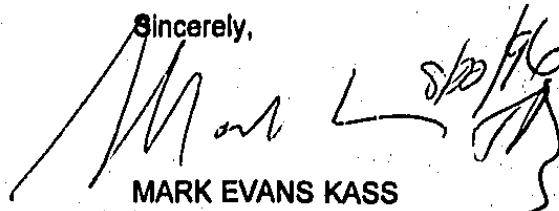
RE: TOPAZ APARTMENTS

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation together with my check in the amount of \$122.50 for filing fees.

I would appreciate it if you would file the Articles with the State of Florida and forward a conformed copy to this office in the enclosed addressed and stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,


MARK EVANS KASS

MEK/cs

**ARTICLES OF INCORPORATION
OF
TOPAZ APARTMENTS CORPORATION**

ARTICLE I- NAME

The name of this Corporation is: TOPAZ APARTMENTS CORPORATION.

ARTICLE II-DURATION

This Corporation shall have perpetual existence.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one dollar par value common stock.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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.

FILED
JUN 19 1959
CORPORATION
STATE OF FLORIDA

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 1497 N.W. 7th Street, Miami, FL 33125 and the name of the initial registered agent and resident agent of this corporation is:

MARK EVANS KASS, ESQUIRE
1497 NW 7th Street
Miami, FL 33125

ARTICLE VII- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: Apartment 4, 9960 W. Bay Harbor Drive, Bay Harbor, FL 33154.

ARTICLE VIII-INITIAL BOARD OF 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. The names and addresses of the initial directors of this Corporation are:

Beverley Citron	Apartment 4
	9960 W. Bay Harbor Drive
	Bay Harbor, FL 33154

ARTICLES IX- INCORPORATOR

The name and address of the person signing the Articles as Incorporator and Subscriber is:

Beverley Citron	Apartment 4
	9960 W. Bay Harbor Drive
	Bay Harbor, FL 33154

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15 day of August, 1996.

Beverley Citron
BEVERLEY CITRON

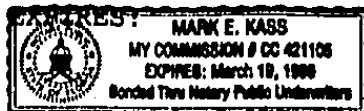
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared BEVERLEY CITRON, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid on this 15 day of August, 1996.

Mark E. Kass
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION



SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS REGISTERED
AGENT OF TOPAZ APARTMENTS CORPORATION

The undersigned, Mark Evans Kass, pursuant to Florida Statutes Section 607.034 (3) hereby accepts the appointment as registered agent of TOPAZ APARTMENTS CORPORATION and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.325.

Mark E. Kass

MARK EVANS KASS, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

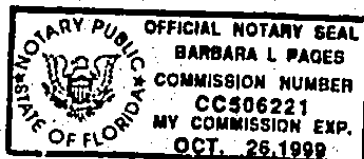
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and County set forth above, personally appeared Mark Evans Kass, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Simultaneous Acceptance of Appointment as Registered Agent of TOPAZ APARTMENTS CORPORATION.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the State and County aforesaid on this 15 day of August, 1996.

Barbara L. Pages

NOTARY PUBLIC, State of Florida at Large

My commission Expires:



FILED
96 AUG 19 AM 7:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE