

P96009080152

PAPY & WEISSENBERG, P.A.
ATTORNEYS AT LAW

MIAMI OFFICE
MAILING ADDRESS
P.O. BOX 141039
CORAL GABLES, FL 33114-1939

MIAMI OFFICE
201 ALHAMBRA CIRCLE, SUITE 802
CORAL GABLES, FLORIDA 33134
(305) 446-8100
FACSIMILE (305) 446-0793

TAMPA OFFICE
4830 WEST KENNEDY BLVD.
SUITE 355
TAMPA FL 33609

PLEASE REPLY TO MIAMI

PAULINA A. CERVANTES

August 26, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Villa Management, Inc.

Dear Sir or Madam:

Phase Two Management, Inc.

800001937843
-09/04/96--01039--001
****245.00 ****122.50

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation of Registered Agent for Villa Management, Inc. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	52.50
Registered Agent Designation	35.00
Filing Fees	35.00
TOTAL	\$122.50

Upon your receipt and filing of the documents, please send me, at the Coral Gables address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,



Paulina A. Cervantes

FILED
96 SEP 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

~~WAB 18/9/96~~

TAB 9/27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 6, 1996

PAULINA A. CERVANTES
PAPY & WEISSENBOERN, P.A.
201 ALHAMBRA CIRCLE, SUITE 502
CORAL GABLES, FL 33134

SUBJECT: VILLA MANAGEMENT, INC.
Ref. Number: W96000018694

We have received your document for VILLA MANAGEMENT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 196A00041731

PAPY & WEISSENBERN, P.A.

ATTORNEYS AT LAW

MIAMI OFFICE
MAILING ADDRESS
P.O. BOX 141939
CORAL GABLES, FL 33114-1939

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201 ALHAMBRA CIRCLE, SUITE 602
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(305) 448-8100
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TAMPA OFFICE
4830 WEST KENNEDY BLVD.
SUITE 358
TAMPA FL 33609

PLEASE REPLY TO MIAMI

PAULINA A. CERVANTES

September 20, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Berkshire Realty, Inc. and Phase Two Management, Inc.

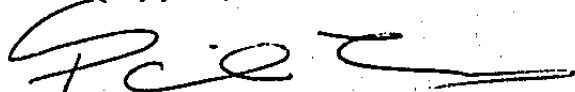
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation of Registered Agent for Berkshire Realty Inc. and Phase Two Management, Inc.

Upon your receipt and filing of the documents, please send me, at the Coral Gables address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Than you for your cooperation.

Sincerely yours,



Paulina A. Cervantes

enclosures

ARTICLES OF INCORPORATION
OF
PHASE TWO MANAGEMENT, INC.

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96 SEP 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is PHASE TWO MANAGEMENT, INC.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

4850 S.W. 72 Avenue
Miami, Florida 33155

The name of the registered agent at such address is:

Patricio Cervantes

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

4850 S.W. 72 Avenue
Miami, Florida 33155

ARTICLE VIII
DIRECTORS

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Patricio Cervantes	4850 S.W. 72 Avenue Miami, Florida 33155
Maria E. Cervantes	4850 S.W. 72 Avenue Miami, Florida 33155

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Patricio Cervantes	4850 S.W. 72 Avenue Miami, Florida 33155

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of September, 1996.

P. Cervantes
PATRICIO CERVANTES

STATE OF FLORIDA:

:SS

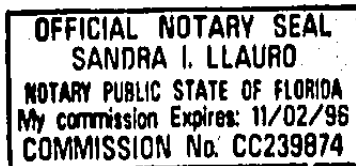
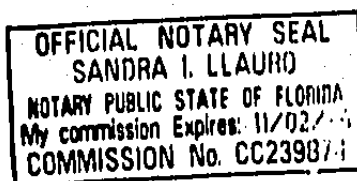
COUNTY OF DADE:

ON THIS 13th day of September 1996, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared PATRICIO CERVANTES, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforeaid.

My Commission Expires:

Sandra I. Llauro
Notary Public, State of Florida



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

FILED
96 SEP 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED: PHASE TWO MANAGEMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE
CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED PATRICIO CERVANTES, LOCATED AT 4850
S.W. 72 AVENUE, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS.

SIGNATURE

P. Cervantes

TITLE

President
(CORPORATE OFFICER)

DATE

9/13/96

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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

P. Cervantes
PATRICIO CERVANTES, REGISTERED AGENT

DATE

Sept. 13-1996