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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: CAPITAL ASSET HOLDINGS HR GP, INC.

AUDIT NUMBER.....H96000015432

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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2910-20328
NOV 1 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Capital Asset Holdings HR GP, Inc.**

Article I. Name

The name of this Florida corporation is Capital Asset Holdings HR GP, Inc.

Article II. Address

The mailing address of the Corporation is:

Capital Asset Holdings HR GP, Inc., a Florida Corporation
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.10 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Class A Directors:

Richard A. Heitmeyer
R. William Ide, III
Joseph Whelihan
Robert Geitz

Class B Directors:

Richard L. Weill
Juliette S. Tehrani
Christopher W. Tilley

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of November 1, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on November 1, 1996.

Corporate Creations International Inc.

By: Brian Fons
Brian Fons, Vice President

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Capital Asset Holdings HR GP, Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By: Brian Fons
Brian Fons, Vice President

Date: November 1, 1996

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0886

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11/05/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: CAPITAL ASSET HOLDINGS HR GP, INC.
AUDIT NUMBER.....H96000015565
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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EST.CHARGE.. \$35.00

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1996

CAPITAL ASSET HOLDINGS HR GP, INC.
1700 PALM BEACH LAKES BOULEVARD
SUITE 1100
WEST PALM BEACH, FL 33401

SUBJECT: CAPITAL ASSET HOLDINGS HR GP, INC.
REF: P96000089932

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000015565
Letter Number: 196A00050736

Articles of Amendment

Article I. Name

The name of this Florida corporation is Capital Asset Holdings HR GP, Inc (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed to:

Realty Asset Properties HR GP, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on November 5, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on November 5, 1996.

Capital Asset Holdings HR GP, Inc.

By: 

Brian Fons
Assistant Secretary

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96 NOV -5 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA