

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *AAK* _____

WALK-IN Will Pick Up *119 1200* *11/4*

RE: *SGS AT TOS, Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (-) 125 Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

LAW OFFICES
KOEPPEL, GOTTLIEB, MESCHES, HERZFELD & RUBIN

ESPERANTE BUILDING
222 LAKEVIEW AVENUE
SUITE 200

WEST PALM BEACH, FLORIDA 33401-6146

JOEL P. KOEPPEL, P.A.
MEMBER FL & NY BARS

TELEPHONE (407) 659-4020
TELECOPIER (407) 659-5399

November 1, 1996

Secretary of State
Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: NLS COMMUNITIES, INC.
NLS COMMUNITIES BUILDING AND DESIGN, INC.
NLS ACQUISITIONS, INC.
SGS AT IBIS, INC.

Ladies and Gentlemen:

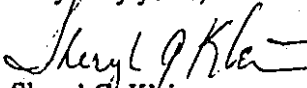
Attached to this letter please find Articles of Incorporation for the four (4) above-captioned corporations. These corporations were originally filed as limited liability corporations as follows:

NLS COMMUNITIES, L.C. - L96000001121 on 10/21/96
NLS COMMUNITIES BUILDING AND DESIGN, L.C. - L96000000886 on 8/20/96
NLS ACQUISITIONS, L.C. - L996000000887 on 8/20/96
SGS AT IBIS, L.C. - L96000000888 on 8/20/96

The Members of the L.C.'s have decided to dissolve all four of the L.C.'s and replace them with the above-captioned corporations. As soon as we are in receipt of the Dissolution forms (ordered 10/28/96 from your office), they will be completed and filed with your office. The Members have stated their agreement to dissolve the four L.C.'s and have executed their acknowledgment at the bottom of this letter. Your office agreed that since the same individuals are involved in both the limited liability companies and the corporations, you would allow the use of the corporate names.

Thank you for your cooperation.

Very truly yours,


Sheryl G. Klein
Legal Assistant

/sgk

See Page 2 for signature

SPECIALLY AFFILIATED FIRMS

HERZFELD & RUBIN
SUITE 400
1901 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA

BARR, MURMAN, TONELLI,
HERZFELD & RUBIN
SUITE 901, 201 E. KENNEDY BLVD.
TAMPA, FLORIDA

HERZFELD & RUBIN, P.C.
40 WALL STREET
NEW YORK, NEW YORK

DECICCI, HERZFELD & RUBIN
SUITE 807
20 N. ORANGE AVENUE
ORLANDO, FLORIDA

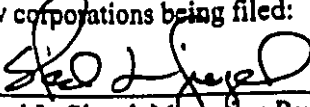
HERZFELD & RUBIN
1825 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA


BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
SUITE 711, 233 E. BAY STREET
JACKSONVILLE, FLORIDA

HAMILTON, LAVIGNE, TOPCHIK,
HERZFELD & RUBIN
10 PARSONAGE ROAD
EDISON, NEW JERSEY

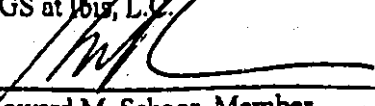
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The following parties agree to the dissolution of the four above-referenced limited liability corporations and the use of the names to be on the new corporations being filed:


Ned L. Siegel, Managing Partner/Member
NLS Communities, L.C.
NLS Communities Building and Design, L.C.
NLS Acquisitions, L.C.
SGS at Ibis, L.C.


Donald A. Glendenning, Member
NLS Communities Building and Design, L.C.
SGS at Ibis, L.C.


Fred B. Rothman, Member
NLS Communities Building and Design, L.C.
SGS at Ibis, L.C.


Howard M. Schoor, Member
NLS Communities Building and Design, L.C.
SGS at Ibis, L.C.


Stephanie Siegel, Member
NLS Communities, L.C.
NLS Acquisitions, L.C.

ARTICLES OF INCORPORATION
OF
SGS AT IBIS, INC.

FILED
96 NOV -4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be SGS AT IBIS, INC.

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be Two Hundred (200) shares, common stock with a One Dollar (\$1.00) per share par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services

This Instrument Prepared By:
Joel P. Koepfel, Esquire
222 Lakeview Avenue - #260
West Palm Beach, FL 33401
(561)659-4020
FL Bar No: 137756

may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Principal Office and Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Joel P. Koeppel. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - Initial Board of Directors

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Joel P. Koeppel
222 Lakeview Avenue - Suite 260
West Palm Beach, FL 33401

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Joel P. Koepfel
222 Lakeview Avenue - Suite 260
West Palm Beach, Florida 33401

ARTICLE VIII - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 1st day of November, 1996.

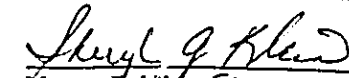

JOEL P. KOEPPEL

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of November, 1996 by JOEL P. KOEPPEL, who is personally known to me and who did not take an oath.



SHERYL G. KLEIN
MY COMMISSION # CC324700 EXPIRES
November 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public, SHERYL G. KLEIN
(Print Name)

My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

SGS AT IBIS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **SGS AT IBIS, INC.** organized under the laws of the State of Florida with its principal office at the City of West Palm Beach, County of Palm Beach. State of Florida has named JOEL P. KOEPPPEL, who is located at 222 Lakeview Avenue, Suite 260, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
JOEL P. KOEPPPEL

FILED
96 NOV -4 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA