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ACCOUNT NO. : 072100000032

REFERENCE : 141138 8306A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : November 1, 1996

ORDER TIME : 2:52 PM

ORDER NO. : 141138-005

CUSTOMER NO: 8306A

CUSTOMER: Ms. Carol L. Rosen
MANELLA KLAPHOLZ & HOCHSZTEIN
P.A.
2206 Hollywood Boulevard
Hollywood, FL 33020

700001894887--9

DOMESTIC FILING

NAME: MIRAVEST PROPERTY CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

11-4-96
KR

FILED
96 NOV -1 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -1 PM 4:14
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MIRAVEST PROPERTY CORP.

FILED
96 NOV -1 AM 11:23
SECRETARY OF STATE
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:

MIRAVEST PROPERTY CORP.

The address of the principal office of this corporation shall be 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. 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, and to purchase properties and for renovations.

ARTICLE III. CAPITAL STOCK

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 IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Blvd., Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Sarah Dermer
Dir.

c/o Manella & Klapholtz, LLP
2206 Hollywood Boulevard
Hollywood, Florida 33020

Erwin Schwartzberg
Dir.

c/o Mark B. Slavin, P.A.
1031 North Miami Beach Boulevard
North Miami Beach, Florida 33162

ARTICLE IX. OFFICERS

The names and addresses 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:

Sarah Dermer
V. Pres./Sec.

c/o Manella & Klapholtz, LLP
2206 Hollywood Boulevard
Hollywood, Florida 33020

Erwin Schwartzberg
Pres./Treas.

c/o Mark B. Slavin, P.A.
1031 North Miami Beach Boulevard
North Miami Beach, Florida 33162

ARTICLE X. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE XI. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XII. RESTRICTION OF NEW STOCK

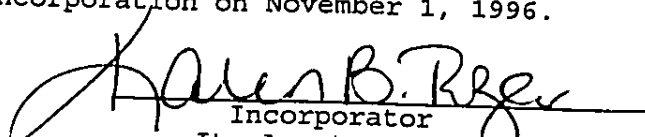
No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 1, 1996.


Incorporator
Its Agent, Karen B. Rozar

KBR/das

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Ross Manella, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MIRAVEST PROPERTY CORP.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Ross Manella

FILED
96 NOV -1 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA