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DAVID J. WIENER  
BOARD CERTIFIED IN REAL PROPERTY LAW  
ADMITTED TO PRACTICE IN FLORIDA  
AND NEW YORK  
WRITER'S DIRECT DIAL NO.:  
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H. IRWIN LEVY  
OF COUNSEL

November 6, 1996

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/13/96--01171--018  
\*\*\*122.50 \*\*\*\*122.50

Re: Clifton Lakefield, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Clifton Lakefield, Inc. to be filed. Also enclosed is this firm's check number 3448 in the amount of \$122.50 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

LEVY, KNEEN, MARIANI, CURTIN,  
WIENER, KORNFELD & DEL RUSSO, P.A.

*Joanne M. Capuano*  
Joanne M. Capuano,  
Secretary to DAVID J. WIENER

/jmc  
Encl.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF

CLIFTON LAKEFIELD, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND ADDRESS

The name of the corporation shall be CLIFTON LAKEFIELD, INC. and the address of the corporation shall be 7200 West Camino Real, Suite 314, Boca Raton, Florida 33433.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The corporation may engage in or transact 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.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is Levy, Kneen, Mariani, Curtin, Wiener, Kornfeld & del Russo, P.A., 1400 Centrepark Boulevard, Suite 1000, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is David J. Wiener.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial directors are:

Philip A. Binns  
Director  
7200 West Camino Real  
Suite 314  
Boca Raton, Florida 33433

J. Martin Carder  
Director  
7200 West Camino Real  
Suite 314  
Boca Raton, Florida 33433

ARTICLE VII -- INCORPORATORS

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The name and address of the person signing these Articles is: Philip A. Binns, 7200 West Camino Real, Suite 314, Boca Raton, Florida 33433.

IN WITNESS WHEREOF, I have made and subscribed these Articles this 6<sup>th</sup> day of November, 1996.

PHILIP A. BINNS

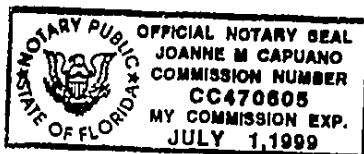
STATE OF FLORIDA )

COUNTY OF PALM BEACH )

SS

Before me personally appeared Philip A. Binns, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed. He is personally known to me ~~or has produced~~ as identification and did/did not take an oath.

WITNESS my hand and official seal this 6<sup>th</sup> day of November, 1996.



Joanne M. Capuano  
NOTARY PUBLIC  
Print Name: Joanne M. Capuano  
My Commission No.: CC470605  
My Commission Expires: 7-1-99

(NOTARIAL SEAL)

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I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

DAVID J. WIENER