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P9600093878



PREPARE, MAIL,
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 156777 11555A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 1996

ORDER TIME : 12:26 PM

ORDER NO. : 156777-005

CUSTOMER NO: 11555A

CUSTOMER: Michael D. Mopsick, Esq
MICHAEL D. MOPSICK, PA

Suite 200
7777 Glades Road
Boca Raton, FL 33434

FILED
96 NOV 15 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FL 32301

900002006699--0

DOMESTIC FILING

NAME: BROOKMAN-FELS AT WATERS EDGE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
96 NOV 15 PM 3:39
DIVISION OF CORPORATION

KP
11-18-96

ARTICLES OF INCORPORATION
OF
BROOKMAN-FELS AT WATERS EDGE, INC.

FILED
96 NOV 15 AM 8:30
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:

BROOKMAN-FELS AT WATERS EDGE, INC.

The address of the principal office of this corporation shall be 3800 South Ocean Drive, Suite 236, Hollywood, Florida 33019, 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 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 7777 Glades Road, Suite 200, Boca Raton, Florida 33434, and the name of the initial registered agent of the corporation at that address is Michael D. Mopsick, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ross F. Adickman	3800 South Ocean Drive, Suite 236
Pres./V.Pres./Sec./Treas.	Hollywood, Florida 33019

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. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on November 15, 1996.

CORPORATION SERVICE COMPANY

By: _____

Laura R. Dunlap
Its Agent, Laura R. Dunlap

CDF/wce

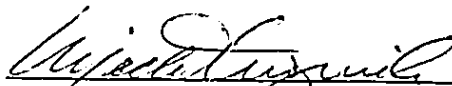
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Brookman-Fels at Waters Edge, Inc.
2. The name and address of the registered agent and office is: MICHAEL D. MOPSICK, ESQ., 7777 Glades Road, Suite 200, Boca Raton, County of Palm Beach, State of Florida, 33434.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MICHAEL D. MOPSICK, ESQ.
Registered Agent
MICHAEL D. MOPSICK, P.A.
7777 Glades Road, Suite 200
Boca Raton, Florida 33434
(561) 488-8807

FILED
96 NOV 15 01 8:31
STATE
TOLSON