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DIVISION OF CORPORATIONS
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TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)
425-5625

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ACP-Tampa Bay, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN NOV 26 1996

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ACP-TAMPA BAY, INC.**

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The undersigned, acting as incorporator of ACP-TAMPA BAY, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ACP-TAMPA BAY, INC..

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation with the Florida Department of State.

ARTICLE IV. NATURE AND PURPOSE OF BUSINESS

The corporation's business and purpose shall consist solely of being the managing general partner of ACP-Tampa Bay, Limited Partnership, a Florida limited partnership (the "Partnership"). In accordance with its responsibilities as managing general partner of the Partnership, this corporation may engage in any or all lawful activities or business permitted under the laws of the United States and the State of Florida which are incidental or reasonably related to its obligations as managing general partner of the Partnership.

Notwithstanding the foregoing or any other provision of these Articles, and any provision of law that otherwise so empowers the corporation, and so long as any real property of the Partnership remains encumbered by a mortgage, the corporation shall not, without the unanimous consent of the board of directors, do any of the following:

- A. engage in any business or activity except as permitted by this Article, permit the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement (the "Partnership Agreement") or amend the Partnership Agreement to change the purpose of the Partnership;

- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Partnership to the mortgagee of the real property and indebtedness permitted therein (including without limitation any cross-collateralized indebtedness) and normal trade accounts payable in the ordinary course of business;
- C. dissolve or liquidate, in whole or in part;
- D. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- E. institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal, state, foreign or other law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or for a substantial part of the property of the corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action; or
- F. amend this Article IV of these Articles of Incorporation.

So long as any obligations to the mortgagee of the Partnership's real property remain outstanding and not paid in full, the corporation shall have no authority to take any action in items A through F above without the written consent of the mortgagee.

ARTICLE V. FURTHER OBLIGATIONS OF THE CORPORATION

So long as any of the Partnership's real property is encumbered by a mortgage and the obligations thereunder are not paid in full, the corporation shall:

- A. maintain books and records and bank accounts separate from those of any other person;
- B. maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain;
- C. hold all regular board of director and shareholder meetings, as appropriate, to conduct the business of the corporation, and observe all other corporate formalities;
- D. hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

- E. prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- F. allocate and charge fairly and reasonably any common employee or overhead costs shared with affiliates;
- G. transact all business with affiliates on an arms-length basis and pursuant to enforceable agreement;
- H. conduct business in its own name, and use separate stationery, invoices and checks;
- I. not commingle its assets or funds with those of any other persons; and
- J. not assume, guarantee or pay the debts or obligations of any other person other than in favor of the Partnership if required by the mortgagee.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having no par value.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, FL 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Allen C. de Olazarra, 1035 South Semoran Blvd., Suite 1007, Winter Park, Florida 32792.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

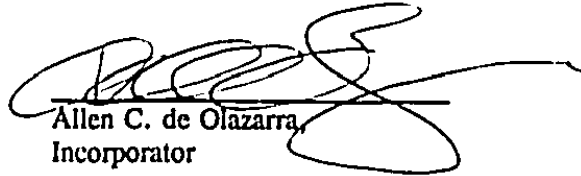
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26th day of November, 1996.


Allen C. de Olazarra,
Incorporator

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ACP-TAMPA BAY, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, FL 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 26th day of November, 1996.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: Nina M. Zollo
Name: NINA M. ZOLLO
Title: Vice President

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TODD A. STERZOY
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(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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97 JAN - 2 PM 3:50
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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Other

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N. HENDRICKS JAN - 2 1997

Examiner's Initials

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ACP-TAMPA BAY, INC.

FILED
97 JAN -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of ACP-TAMPA BAY, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is ACP-TAMPA BAY, INC.

SECOND: Article IV of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE IV. NATURE AND PURPOSE OF BUSINESS

The Corporation's business and purpose shall consist solely of being the managing general partner of ACP-Tampa Bay, Limited Partnership, a Florida limited partnership (the "Partnership"). In accordance with its responsibilities as managing general partner of the Partnership, the Corporation may engage in any or all lawful businesses and activities permitted under the laws of the State of Florida and the United States which are incidental or reasonably related to its obligations as managing general partner of the Partnership.


THIRD: A new Article X is hereby added to the Articles of Incorporation and shall read as follows:

ARTICLE X. OBLIGATIONS TO ALI, INC.

Notwithstanding anything in these Articles of Incorporation to the contrary, no actions permitted hereunder or under the By-Laws of the Corporation (or otherwise permitted under Florida law), but prohibited under the Loan Documents (as defined in that certain Loan Agreement among, other parties, ACP-Tampa Bay, Limited Partnership and Ali Inc., a Delaware corporation) shall be taken without the prior written consent of Ali Inc., including, without limitation, the following actions: amending the Articles of Incorporation, transferring or consenting to the transfer of any interest in the Corporation (except as permitted under the Loan Documents), transferring or encumbering property of the Corporation and distributing income or assets of the Corporation to its shareholders during a default under the Loan Documents. Any actions taken by the Corporation, or its Shareholders, prohibited under the Loan Documents shall be null and void and of no force and effect.

FOURTH: The foregoing amendments were adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on December 27, 1996.

IN WITNESS WHEREOF, the undersigned Vice President of the Corporation has executed this instrument this 27th day of December, 1996.


Allen de Olazarra, Vice President
of ACP-Tampa Bay Inc.