

NOV-27-96 WED 11:38 AM

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TERESA96 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: VICTORIA LAKES AT PEMBROKE, INC. AUDIT NUMBER.....H96000016800 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX/MAIL
EST.CHARGE.. \$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET.
TYPE THE FAX AUDIT NUMBER THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF

VICTORIA LAKES AT PEMBROKE, INC.

ARTICLE I

NAME

The name of this corporation shall be:

VICTORIA LAKES AT PEMBROKE, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of this corporation shall
be:

7975 NW 154th Street
Miami Lakes, Florida 33016

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
common stock, which shall be designated "Common Shares".

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is 2101 West Commercial Boulevard, Suite 4100,
Fort Lauderdale, Florida 33309, and the initial registered agent of
this corporation at that address is Peter M. Hodkin.

THIS INSTRUMENT PREPARED BY
PETER M. HODKIN, ESQ.
2101 W. Commercial Blvd., Suite 4100
Ft. Lauderdale, FL 33309

BAR # 287714

954-486-8100

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CLERK OF DISTRICT COURT
SECTION 1

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws but there shall never be less than one director. The names and addresses of the initial Director of this corporation are:

Silvio Cardoso

7975 NW 154th Street
Miami Lakes, FL 33016

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is Peter M. Hodkin, 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, Florida 33309.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of November, 1996.


PETER M. HODKIN

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 22ND DAY OF NOVEMBER, 1996.


PETER M. HODKIN

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STATE
OF
FLORIDA
COUNTY
OF
BROWARD

STATE OF FLORIDA }
COUNTY OF BROWARD } SS:

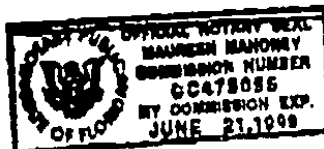
BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared PETER M. HODKIN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of VICTORIA LAKES AT PEMBROKE, INC., and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 22nd day of November, 1996.


NOTARY PUBLIC
State of Flor. is at Large

My Commission Expires:

52470



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