

LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD, & DEL RUSSO

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OF COUNSEL

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5, 1996

Division of Corporations
Filing Section
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

000002023030--6
-12/09/96--01009--00F
*****22.50 *****22.50

RE: Oakbrook Square Shopping Center Corp.
Our File No.: 5239.002

000002023030--6
-12/09/96--01009--007
****100.00 ****100.00

Dear Sir or Madam:

In connection with the above referenced entity, enclosed herewith please find two (2) original Articles of Incorporation for filing within your records, as well as this firm's checks totalling \$122.50 in full payment of your fees.

I would appreciate your date-stamping one of the original Articles and returning the same to the undersigned, along with the Certificate, at your very earliest convenience.

As always, your assistance is greatly appreciated and should you have any questions or require further information, please do not hesitate to call me.

Very truly yours,

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

Candy Feltner
Assistant

enc:

FILED
96 DEC -6 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OAKBROOK SQUARE SHOPPING CENTER CORP.

FILED
96 DEC -6 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The name of the corporation shall be OAKBROOK SQUARE SHOPPING CENTER CORP. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) 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 1400 Centrepark Boulevard, Ste. 1400, 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 one (1). The names and addresses of the initial directors are:

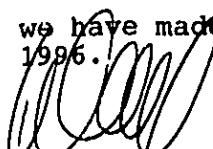
John W.S. Preston
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

Robert S. Green
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
David J. Wiener, Esquire, Levy, Kneen, Mariani, Curtin, Wiener,
Kornfeld & del Russo, P.A., 1400 Centrepark Blvd., Suite 1000, West
Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 5th day of December, 1996.

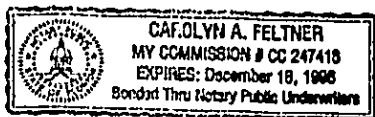



DAVID J. WIENER

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared David J. Wiener, 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 and did
take an oath.

WITNESS my hand and official seal this 5th day of December,
1996.





NOTARY PUBLIC

My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

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



DAVID J. WIENER

FILED
96 DEC -6 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA