

PAPY & WEISSENBORN, P.A.  
ATTORNEYS AT LAW

MIAMI OFFICE  
MAILING ADDRESS  
P.O. BOX 141039  
CORAL GABLES, FL 33114-1039

MIAMI OFFICE  
201 ALHAMBRA CIRCLE, SUITE 602  
CORAL GABLES, FLORIDA 33134  
(305) 446-8100  
FACSIMILE (305) 446-8703

TAMPA OFFICE  
4030 WEST KENNEDY BLVD.  
SUITE 305  
TAMPA FL 33609

PLEASE RETURN TO MIAMI

PAULINA A. CERVANTES

December 13, 1996

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

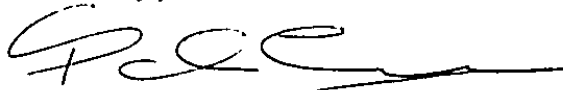
Re: Bristol Park at Coral Way, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and the original and one copy of the Designation of Registered Agent for Bristol Park at Coral Way, Inc. Upon your receipt and filing of the documents, please send me, at the Coral Gables address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,



Paulina A. Cervantes

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TALLAHASSEE  
103  
12/17/96

ARTICLES OF INCORPORATION  
OF  
BRISTOL PARK AT CORAL WAY, INC.

FILED  
96 DEC 16 AM 9 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I  
NAME

The name of the Corporation is BRISTOL PARK AT CORAL WAY, INC.

ARTICLE II  
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III  
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI  
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Paulina A. Cervantes

**ARTICLE VII  
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

4850 S.W. 72 Avenue  
Miami, Florida 33155

**ARTICLE VIII  
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
PATRICIO CERVANTES, PRESIDENT	4850 S.W. 72 Avenue Miami, Florida 33155
MARIA E. CERVANTES, SECRETARY	4850 S.W. 72 Avenue Miami, Florida 33155

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PATRICIO CERVANTES	4850 S.W. 72 Avenue Miami, Florida 33155

ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN  
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII  
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of December 1996.

  
PATRICIO CERVANTES

STATE OF FLORIDA:

:ss

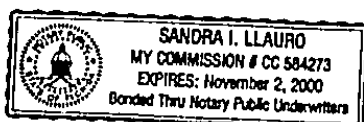
COUNTY OF DADE :

On this 12th day of December, 1996, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Patricio Cervantes, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission Expires:

  
Notary Public, State of Florida



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

BRISTOL PARK AT CORAL WAY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN

THE CITY OF MIAMI, STATE OF FLORIDA,

HAS NAMED PAULINA A. CERVANTES, LOCATED AT

201 ALHAMBRA CIRCLE, SUITE 502,

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF

PROCESS.

SIGNATURE

P. Cervantes

PATRICIO CERVANTES

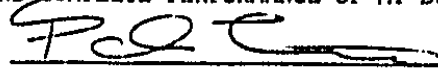
TITLE: Director/President/Incorporator  
(CORPORATE OFFICER)

DATE:

12-12-94

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



PAULINA A. CERVANTES, REGISTERED AGENT

DATE

12/12/96

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA