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LAW OFFICE

MICHAEL J. BURLEY, P.A.

FILED

A PROFESSIONAL ASSOCIATION

HAAS BUILDING, SUITE 204

1001 NORTH U.S. HIGHWAY ONE

JUPITER, FLORIDA 33477

96 DEC 16 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(904) 744-3100

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(904) 744-3111

December 12, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

500002031445--1
-12/17/96--01142--009
*****70.00 *****70.00

Re: Grove Park Apts., Inc.

To Whom It May Concern:

Please file the enclosed Articles of Incorporation for Grove Park Apts., Inc. and forward the enclosed copy to our office. I enclose herewith my check in the sum of \$70.00 for filing fees.

Thank you, and if you have any questions, please do not hesitate to call.

Very truly yours,

MICHAEL J. BURLEY, P.A.

BY:

Michael J. Burley
For the Firm

MJB/bm

SOUTHWORTH

5% Cotton Fiber USA

12-18-96

**ARTICLES OF INCORPORATION
OF
GROVE PARK APTS., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is GROVE PARK APTS., INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose of the corporation is to engage in leasing apartments and for any other activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV
(AUTHORIZED SHARES)**

The aggregate number of shares that the corporation shall have the authority to issue is; One Thousand (1000) shares of capital common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 945 N. Military Trail, West Palm Beach, Florida 33415, and the name of the initial registered agent at such address is GARY WESTON.

ARTICLE VI


The name and address of the initial incorporator is as follows:

GARY WESTON
945 N. Military Trail
West Palm Beach, Florida 33415

ARTICLE VII

There shall be no cumulative voting.

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

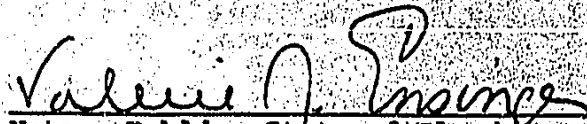


GARY WESTON
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BE IT KNOWN that on the 12th day of December, 1996,
before me, a Notary Public, duly commissioned in and for the above
County and State, personally appeared GARY WESTON and personally
known to me to be the same person described in and who executed the
Articles of Incorporation, to be his act and deed, and did take an
oath.

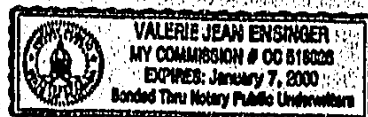
IN WITNESS WHEREOF, I have hereunto subscribed my name and
affixed my seal of Office the day and year last above written.



Notary Public, State of Florida
at Large

Valerie J. Ensinger
Printed Name of Notary Public

My Commission Expires: 1/7/2000

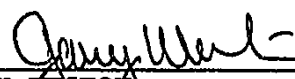


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 DEC 16 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501(3) of the Florida Statutes, the following is submitted: GROVE PARK APTS INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 945 N. Military Trail, West Palm Beach, Florida 33415, has named GARY WESTON, as its agent to accept service of process within Florida.

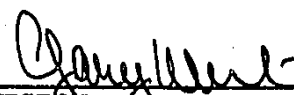
DATED this 12TH day of December, 1996.



GARY WESTON
Registered Agent

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.

DATED this 12TH day of December, 1996.



GARY WESTON
Registered Agent