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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BAY TERRACE APARTMENTS, INC.
AUDIT NUMBER.....H96000018007
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Ray Stormont

**ARTICLES OF INCORPORATION
OF
BAY TERRACE APARTMENTS, INC.**

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I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Bay Terrace Apartments, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

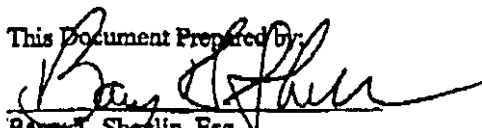
The initial capital of this corporation shall be in excess of Five Hundred Dollars (\$500.00).

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 500 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

This Document Prepared by:

H96000018007


Barry T. Shelton, Esq.
Florida Bar No.: 511587
1111 Kane Concourse, Suite 605
Bay Harbor Islands, Florida 33154
(305) 868-0304

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The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principle office of the corporation shall be: 1311 97th Street, Bay Harbor Islands, Florida 33154.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is one but no more than five; and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

OI YUET LAI, Director
1311 97th Street
Bay Harbor Islands, Florida 33154

MONIQUE DONNA-ANN LAI, Director
1311 97th Street
Bay Harbor Islands, Florida 33154

ARTICLE VIII

The name and address of the first officer of this corporation is as follows:

PRESIDENT/ SECRETARY:

OI YUET LAI, President
1311 97th Street
Bay Harbor Islands, Florida 33154

Monique Donna- Ann Lai, Secretary
1311 97th Street
Bay Harbor Islands, Florida 33154

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

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ARTICLE X

The names and address of the incorporator is as follows:

OI YUET LAI, President
1311 97th Street
Bay Harbor Islands, Florida 33154

Monique Donna- Ann Lai, Secretary
1311 97th Street
Bay Harbor Islands, Florida 33154

ARTICLE XI

The designated registered agent for this corporation is Oi Yuet Lai whose address is as follows:

Oi Yuet Lai
1311 97th Street
Bay Harbor Islands, Florida 33154

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for
BAY TERRACE APARTMENTS, INC. this 26th day of December, 1996

Oi Yuet Lai
OI YUET LAI

Monique Lai
MONIQUE DONNA-ANN LAI


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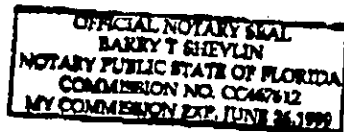
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STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 24th day of December, 1996, personally appeared Oi Yuet Lai, and Monique Donna-Ann Lai, who are personally known to me, and after being duly sworn on oath, deposed and said they have fully read and understood the foregoing Articles of Incorporation for BAY TERRACE APARTMENTS, INC. and have executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 24th day of December, 1996.


BARRY T. SHEVLIN
NOTARY PUBLIC, State of Florida



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CERTIFICATE OF DESIGNATION

CERTIFICATE 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; BAY TERRACE APARTMENTS, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 1311 97TH STREET, BAY HARBOR ISLANDS, FLORIDA 33154, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING OI YUET LAI, 1311 97TH STREET, BAY HARBOR ISLANDS, FLORIDA 33154 HAVING BEEN MADE 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 DUTIES.

oi yuet lai

REGISTERED AGENT
OI YUET LAI

12-26-96

DATE

This Document Prepared by:

Barry T. Shelton

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