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January 2, 1997
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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: HILLCREST COMMUNITIES CORPORATION II

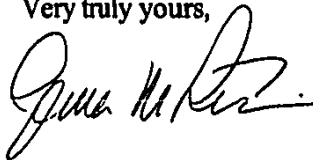
To Whom It May Concern:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above-referenced corporation and a check in the amount of \$122.50, for the following:

Filing fee	\$ 35.00
Registered Agent	
Designation	35.00
Certified copy	<u>52.50</u>
TOTAL	\$ 122.50

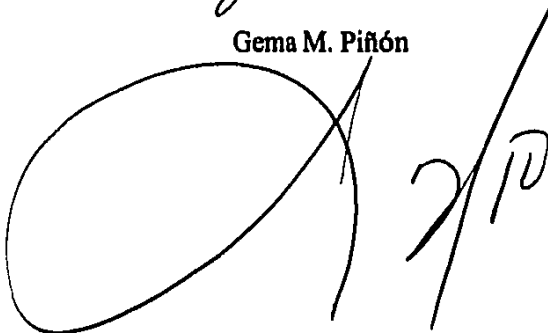
At your earliest convenience, please return the certified copy of the articles of incorporation to me at the address set forth above, or if you have any questions with respect to the foregoing, please call me.

Very truly yours,



Gema M. Piñón

Enclosures



FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Incorporation
of
Hillcrest Communities Corporation II**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I
Name**

The name of the Corporation is Hillcrest Communities Corporation II.

**Article II
Initial Principal Office**

The street address of the initial principal office of the Corporation is 7661 S.W. 146 Street, Miami, Florida 33158.

**Article III
Capital Stock**

The Corporation is authorized to issue up to 10,000 shares of common stock, par value \$.10 per share.

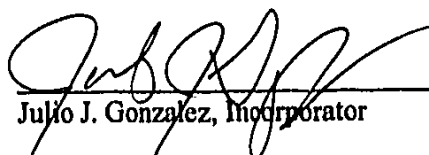
**Article IV
Initial Registered Office and Agent**

The street address of the Corporation's initial registered office is 7661 S.W. 146 Street, Miami, Florida 33158. The name of the Corporation's initial registered agent at that office is Julio J. Gonzalez.

**Article V
Incorporator**

The name of the incorporator of the Corporation is Julio J. Gonzalez and the street address of the incorporator of the Corporation is 7661 S.W. 146 Street, Miami, Florida 33158.

WHEREOF, the undersigned, being the subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand this 20th day of January, 1997.


Julio J. Gonzalez, Incorporator

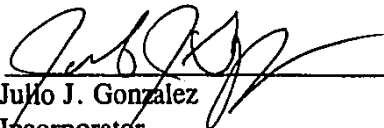
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Designation of Registered Agent/Registered Office

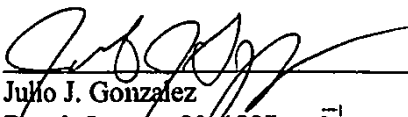
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent/registered office in the State of Florida:

The name of the registered agent of the undersigned corporation is Julio J. Gonzalez and the address of the registered office of the undersigned corporation is 7661 S.W. 146 Street, Miami, FL 33158.

Hillcrest Communities Corporation II

By: 
Julio J. Gonzalez
Incorporator

Having been named as registered agent to accept service of process for Hillcrest Communities Corporation II at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and acknowledge that I am familiar with and accept the obligations of my position as registered agent.


Julio J. Gonzalez
Dated: January 20, 1997

FILED
97 FEB - 7 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA