

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority Regular
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

WALK-IN
Will Pick Up

CK No.

RE: Layton Apartments
Inc.

C.C. FEE.

DISBURSED

Cap. Express™

Art. of Inv. File

Corp. Report Search

Ltd. Partnership File

Foreign Corp. File

() Cont. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
97 APR 18 AM 10:38
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA
FILED
97 APR 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LAYTON APARTMENTS, INCORPORATED

I, the undersigned incorporator, make, subscribe, acknowledge and file with the Secretary of the State of Florida, Tallahassee, Florida, these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

LAYTON APARTMENTS, INCORPORATED

ARTICLE II

The Corporation shall engage in the operation of commercial and residential properties and any other lawful business enterprise.

ARTICLE III

The maximum number of shares of common stock of this Corporation authorized to have outstanding at any one time shall be One Thousand Shares (1,000), at \$ 1.00 par value.

All shares of stock shall be fully paid and non-assessable. No transfer of stock shall be binding upon this Corporation unless made upon the books of this Corporation, all certificates of stock shall be signed by the officers as may be designated by the Board of Directors, and, until changed by the Board of Directors, they shall be signed by the President and Secretary of the Corporation.

Stockholders shall have the right at each shareholder's meeting to one vote for each share standing in the stockholder's name on the books of the Corporation, which right may only be exercised in person or by proxy.

ARTICLE IV

The corporation shall exist in perpetually.

FILED
97 APR 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

This Corporation shall begin business with a capital of not less than One Thousand (\$ 1,000.00) Dollars.

The Undersigned incorporator does hereby acknowledge that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of One Thousand (\$ 1,000.00) Dollars.

ARTICLE VI

The principal place of this business shall be:

3301 Northeast Second Avenue, Miami, Florida 33137

ARTICLE VII

The name and address of the first Board of Directors who shall hold office until the organizational meeting of this Corporation and until their successors are elected and have qualified are:

LEE TAFFER 3301 N.E. Second Avenue, Miami, Florida 33137

ARTICLE VIII.

The following named individual will serve as the Registered Agent and his address is:

JACK J. TAFFER, 3301 N.E. Second Avenue, Miami, Florida 33137

ARTICLE IX.

Name and address of the officers of this Corporation who, subject to this charter and the By-Laws of this Corporation, and the Laws of the State of Florida, shall hold office for the first year of its existence of this Corporation or until successors have been duly elected and qualified are:

JACK J. TAFFER - PRESIDENT - 3301 N.E. Second Avenue, Miami, Fla.

ARTICLE X

Name and address of each subscriber of these Articles of Incorporation and the number of shares he agrees to take are:

LEE TAFFER, 3301 N.E. Second Avenue, Miami, Florida 33137 1,000 shares

ARTICLE XI

The registered corporate office of this corporation is:

3301 N.E. Second Avenue, Miami, Florida 33137

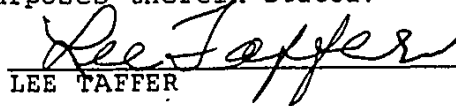
ARTICLE XII

The Corporation has the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereinafter described by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XIII

Aforementioned common stock, or any part thereof, may be issued or corporeal property actually rendered to the Corporation or for cash or for the equivalent of cash, as provided by law, and in such manner, at such times and in such installments as may be prescribed by the Board of Directors. The shareholders shall have pre-emptive rights.

IN WITNESS WHEREOF, I the undersigned, have executed the Articles of Incorporation for the uses and the purposes therein stated.


LEE TAFFER

STATE OF FLORIDA:

SS

COUNTY OF DADE :

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared before me, LEE TAFFER, to me well known to be the person described herein and states that she has executed the foregoing Articles of Incorporation for the purposes herein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 17 day of April, 1997

My commission expires:



MARY ROBINSON
My Commission 00341127
Expires Jan. 10, 1998
Bonded by HAI
800-488-1888


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, LAYTON APARTMENTS, INCORPORATED, to do business under the laws of the State of Florida, with its principal place of business at 3301 N.E. Second Avenue, Miami, Florida, and it's registered corporate office is located at 3301 Northeast Second Avenue, Miami, Fl. 33137.

Having been named to accept service of process for the corporation at the place designated in this certificate, I hereby accept and agree to act in this capacity as the Resident Agent, and agree to comply with the provisions of this Act relative to keeping open said office as required.



JACK J. TAPPER
RESIDENT AGENT

FILED
97 APR 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA