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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

100002217351--1

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****175.00 ****175.00

CORPORATION(S) NAME

410, Inc

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Profit Articles

NonProfit

Amendment

Merger

Limited Liability Company

Dissolution/Withdrawal

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Foreign

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
410, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 OF THE FLORIDA GENERAL CORPORATION ACT IS:

410, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

50 Coconut Row, Suite 221, Palm Beach, Florida 33480.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

One Thousand (1000) common shares without par value.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

50 Coconut Row, Suite 221, Palm Beach, Florida 33480.

THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:

Sheldon Fromson.

FIFTH: THE NAME AND ADDRESS OF THE SOLE INCORPORATOR IS:

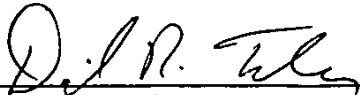
David R. Tavolier, c/o Kahn, Kleinman, Yanowitz & Arnson Co., L.P.A., 2600 The Tower at Erieview, 1301 East 9th Street, Cleveland, Ohio 44114.

SIXTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE:

- (i) to acquire a general partnership interest in Pine Grove Investors II Limited Partnership, a Florida limited partnership (the "Partnership");
- (ii) to sell or otherwise dispose of all, or any portion of, or any interest in the Partnership; and
- (iii) to engage in any other activities related or incidental thereto.

The Corporation will not engage in any other business or activity.

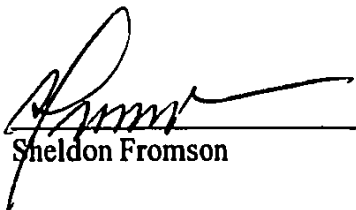
The undersigned has executed these Articles of Incorporation this 16th day of June, 1997.



David R. Tavolier, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: **Sheldon Fromson** IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505 OF THE FLORIDA GENERAL CORPORATION ACT.

DATED: June 17th, 1997



Sheldon Fromson

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TALLAHASSEE FLORIDA