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LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD & DEL RUSSO

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SUITE 1000
1400 CENTREPARK BOULEVARD
WEST PALM BEACH, FLORIDA 33401

H. IRWIN LEVY
RETIRED

TELEPHONE (561) 478-4700
FAX NO. (561) 478-5811

July 3, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002231132--6
-07/07/97-01082--008
****457.50 ****195.00

RE: Centrecorp re: Miscellaneous
Our File No.: 1850.001

Dear Sir or Madam:

In connection with the above referenced entity, enclosed herewith please find this firm's check in the amount of \$457.50 representing payment of your fees for filing the Articles of Incorporation for the following:

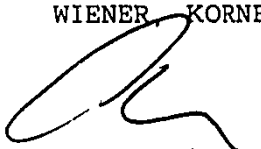
1. Centrefund Shopping Centers, Inc.
2. Centrefund Florida, Inc.
3. Centrefund Property Group, Inc.

An extra copy of the Articles has been enclosed for your convenience in stamping-in the same and returning it to the undersigned for insertion within our corporate minute books.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.


Candy Feltner

enc:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 AM 11:37

RP
7-8-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CENTREFUND FLORIDA, INC.

97 JUL -7 AM 11:37

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be CENTREFUND FLORIDA, INC. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 168, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Boulevard, Ste. 1400, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is JAYNE REGESTER BARKDULL.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

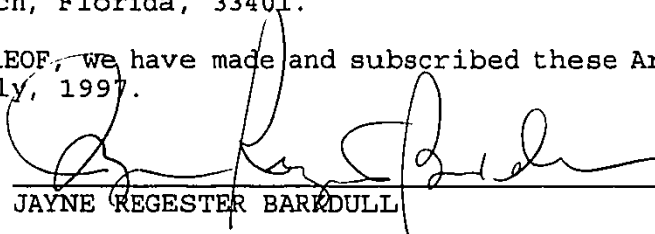
John W.S. Preston
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 168
Palm Beach Gardens, FL 33410

Robert S. Green
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 168
Palm Beach Gardens, FL 33410

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
JAYNE REGESTER BARKDULL, Esquire, Levy, Kneen, Mariani, Curtin,
Wiener, Kornfeld & del Russo, P.A., 1400 Centrepark Blvd., Suite
1000, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 3 day of July, 1997.



JAYNE REGESTER BARKDULL

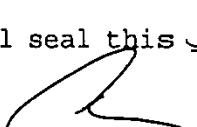
STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared JAYNE REGESTER BARKDULL, to me
well known and known to me to be the person described in and who
executed the foregoing instrument, and acknowledged to and before
me that he executed said instrument for the purposes therein
expressed and did take an oath.

WITNESS my hand and official seal this 3 day of July, 1997.



Carolyn A Feltner
My Commission CC594024
Expires December 18 2000

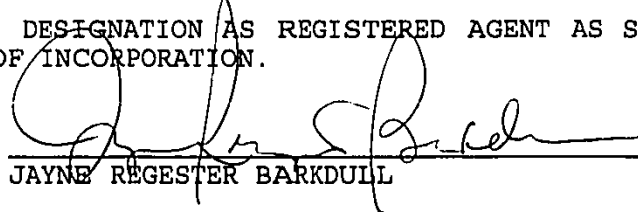


NOTARY PUBLIC

My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET
FORTH IN THESE ARTICLES OF INCORPORATION.



JAYNE REGESTER BARKDULL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 AM 11:37