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THE UNITED STATES CORPORATION COMPANY

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ACCOUNT NO. : 07210000032H OF CORPORATION

REFERENCE : 457492 85618A

AUTHORIZATION : Patricia Papp

COST LIMIT : \$ 122.50

ORDER DATE : July 10, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 457492-005

CUSTOMER NO: 85618A

CUSTOMER: Lenora M. Bach, Esq
LENORA M. BACH, ESQ

000002235060--7

P.O. Box 191904

Miami Beach, FL 33119

DOMESTIC FILING

NAME: NOB HILL PLAZA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

WCE
7/10/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 2:10

EFFECTIVE DATE

7/9/97

ARTICLES OF INCORPORATION

of

NOB HILL PLAZA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 2:10

The undersigned incorporator subscribes to 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 this corporation is, NOB HILL PLAZA, INC.

ARTICLE II- TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence existence on the date these Articles are subscribed.

ARTICLE III-NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To act and otherwise deal in the sale of , purchase of, including leasing, renting, purchasing, and developing real estate, along with all other kinds of improvements related to real estate of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV-CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000.00) shares of the par value of One Dollars (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLES V- ADDRESS

The street address of the initial principal office of this corporation is: 3411 Powerline Road, Suite 701, Ft. Lauderdale, Florida 33309 and the name of its initial Registered Agent and his address are: Jerome L. Tepps, 3411 Powerline Road, Suite 701, Ft. Lauderdale, Florida 33309.

ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of two members. All of the corporate powers shall be exercised by and the business affairs of the corporation shall be managed under the direction of the shareholders. The name and address of the Directors constituting the initial Board of Directors are:

PHILLIP R. SCHUMAN,
3411 Powerline Road
Suite 701
Ft. Lauderdale, Fl. 33309
President/Secretary/Director

WILLIAM B. SHIELDS, Jr.
3411 Powerline Road
Suite 701
Ft. Lauderdale, Fl. 33093
Vice-President/Director

ARTICLES VII-INCORPORATORS

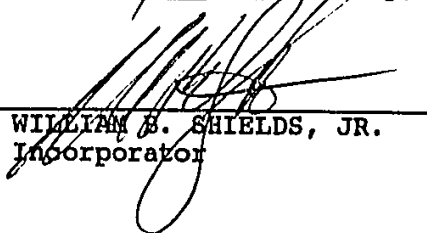
The name and the post office address of the incorporator of this corporation is:

WILLIAM B. SHIELDS, JR. 3411 Powerline Road, Suite 701,
Ft. Lauderdale, FL 33309.

ARTICLE VIII- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF these articles have been subscribed on this 9th day of July, 1997.



WILLIAM B. SHIELDS, JR.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

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DIVISION OF CORPORATIONS

97 JUL 10 PM 2:10

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly appointed in the state and county named above to take acknowledgments, personally appeared WILLIAM B. SHEILDS, JR., to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. WITNESS my hand and official seal in the county and state named above, this 9th day of JULY, 1997.

L Bach
NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
L BACH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC432132
MY COMMISSION EXP. JAN. 27, 1999
ACKNOWLEDGMENT

OFFICIAL NOTARY SEAL
L BACH
NOTARY PUBLIC STATE OF FLOP
COMMISSION NO. CC432132
MY COMMISSION EXP. JAN. 27, 1999

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

JL Tepps
Jerome L. Tepps
Registered Agent