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ACCOUNT NO. : 072100000032

REFERENCE : 518451 8894A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 1997

ORDER TIME : 1:20 PM

ORDER NO. : 518451-025

200002285235--9

CUSTOMER NO: 8894A

CUSTOMER: Steve M. Klein, Esq
RITTER RITTER & ZARETSKY

Suite 100
555 N.e. 15th Street
Miami, FL 33132

DOMESTIC FILING

NAME: KENDALL LAKES TOWNHOMES
DEVELOPERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 SEP -4 AM 9:01
TALLAHASSEE, FLORIDA

SN SEP 5 1997

ARTICLES OF INCORPORATION

of

KENDALL LAKES TOWNHOMES DEVELOPERS, INC.

FILED

97 SEP -4 AM 9:01

SEC. OF STATE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KENDALL LAKES TOWNHOMES DEVELOPERS, INC.

The principal place of business of this corporation shall be at 7913 NW 2nd Street, Miami, FL 33126.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7913 NW 2nd Street, Miami, FL 33126 and the name of the initial registered agent of the corporation at that address is Homero F. Meruelo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 3 officers and 3 directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Homero F. Meruelo P/D
7913 NW 2nd Street
Miami, FL 33126

Belinda Meruelo VP/D/S/T
7913 NW 2nd Street
Miami, FL 33126

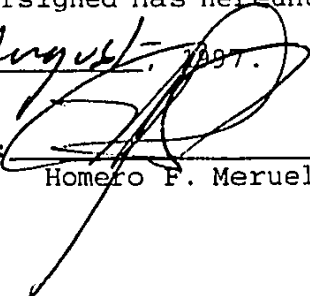
Homero Meruelo VP/D
7913 NW 2nd Street
Miami, FL 33126

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Homero F. Meruelo
7913 NW 2nd Street
Miami, FL 33126

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of August, 1997.

By: 
Homero F. Meruelo

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of August, 1997, by Homero F. Meruelo, who is personally known to me or has produced N/A as identification.

NEISY A. GARCIA
Notary Public, State of Florida
My Comm. expires Oct 13, 1998
No. CC413208



Notary Public
State of Florida at Large

My Commission Expires: 10/13/98

**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:

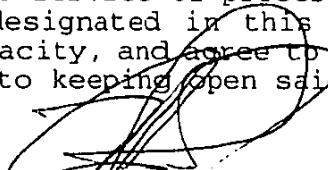
KENDALL LAKES TOWNHOMES DEVELOPERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Homero F. Meruelo, 7913 NW 2nd Street, Miami, FL 33126, as its agent to accept service of process within this State.



Officer Homero F. Meruelo

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept 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 provision of said Act relative to keeping open said office.



Homero F. Meruelo

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97 SEP -4 AM 9:01
TALLAHASSEE, FLORIDA