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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ASSOCIATED PROPERTY MANAGEMENT, INC.

AUDIT NUMBER.....H97000015914

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION**Article I. Name**

The name of this Florida corporation is:
Associated Property Management, Inc.

EFFECTIVE DATE

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Article II. Address

The mailing address of the Corporation is:
Associated Property Management, Inc.
2326 Hollywood Boulevard
Hollywood FL 33020

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Samuel B. Reiner
7700 North Kendall Drive, Suite 303
Miami FL 33156

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Walter C. Dickinson
Janice Dickinson

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Samuel B. Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156
305-279-1166

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Samuel B. Reiner

Lehtinen, O'Donnell, Vargas & Reiner, P.A.

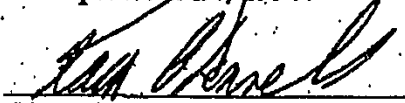
7700 North Kendall Drive, Suite 303

Miami FL 33156

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 24, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 24, 1997.



SAMUEL B. REINER

Kara O'Donnell as attorney-in-fact

Samuel B. Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156
305-279-1166

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Associated Property Management, Inc.

REGISTERED AGENT/OFFICE:

Samuel B. Reiner
7700 North Kendall Drive, Suite 303
Miami FL 33156

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



SAMUEL B. REINER

Kara O'Donnell as attorney-in-fact

Date: September 24, 1997

Samuel B. Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
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