

JEFFREY P. ORLAN, ESQ.

ATTORNEY AT LAW

ALSO MEMBER OF THE NEW YORK BAR

September 29, 1997

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FEDEX

Secretary of State
Division Of Corporations
409 Gaines Street
Tallahassee, FL 32399

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Dear Sir:

Enclosed for filing are two original copies of the Articles of Incorporation of Island Plaza Phase II, Inc. and a check for \$122.50 covering the filing and certification fee. Please feel free to call should you have any questions or comments.

I appreciate your assistance in this matter.

Very truly yours,


Jeffrey P. Orlan

JPO/ap
Encl.

FILED
97 OCT - 1 PM 12:50
TALLAHASSEE, FLORIDA
SECRET



ARTICLES OF INCORPORATION
OF
ISLAND PLAZA PHASE II, INC.

FILED
97 OCT -1 PM 12:50
SECRET
TALLAHASSEE FLORIDA

Under Section 607.0202 of the
Business Corporation Act
of the State of Florida

The undersigned, a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of the Business Corporation Act of the State of Florida, does hereby certify as follows:

FIRST: The name of the Corporation (the "Corporation") is ISLAND PLAZA PHASE II, INC.

SECOND: The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida,

THIRD: The principal office and mailing address of the Corporation shall be: 10021 Pines Boulevard, Suite #101, Pembroke Pines, FL 33024.

FOURTH: The Corporation's initial registered office is 10021 Pines Boulevard, Suite #106, Pembroke Pines, FL 33024. The Corporation's initial registered agent at that office is Jeffrey P. Orlan, Esq.

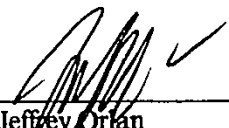
FIFTH: The Corporation shall have the authority to issue two classes of shares known as "A" and "B" shares, respectively. The class "A" shares shall earn a preferred six percent (6%) return per annum prior to any distributions to the class "B" shares; the class "B" shares shall then earn six percent (6%) per annum prior to any further distributions to class "A" shares. Each share of class "A" and class "B" stock shall have equal voting rights. The aggregate number of shares

which the Corporation shall have the authority to issue is 1000 class "A" shares and 1000 class "B" shares.

SIXTH: The name and address of the incorporator is: Jeffrey Orlan, 10021 Pines Boulevard, Suite #106, Pembroke Pines, FL 33024.

SEVENTH: The Corporation shall, and hereby does, to the fullest extent permitted by the Business Corporation Act of the State of Florida, indemnify any and all persons who it shall have the power to indemnify from and against any and all expenses, costs, liabilities and other matters as provided under Section 607.0850 of the Business Corporation Act of the State of Florida, as from time to time in effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of September, 1997, and affirms that the statements contained herein are true under penalty of perjury.

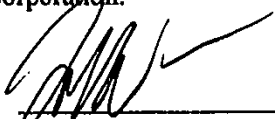


Jeffrey Orlan
Sole Incorporator
10021 Pines Blvd., Suite 106
Pembroke Pines, FL 33024

FILED
97 OCT - 1 PM 12:50
SECRETARY OF STATE
FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

THAT JEFFREY P. ORLAN, ESQ., in Broward County, a natural person and resident of the County, being in the County in which the principal office of Island Plaza Phase II, Inc. is located is hereby appointed as the person on whom process, tax notices and demands against Island Plaza Phase II, Inc. may be served. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Jeffrey P. Orlan