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Nancy L. Muniz

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October 2, 1997

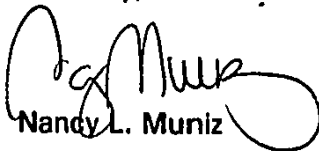
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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Spring Garden Apartments of South Florida, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check
in the amount of \$122.50 for the filing fee and certified copy.

Sincerely,


Nancy L. Muniz

/nlm

Enclosure

FILED
97 OCT -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedeau OCT - 6 1997

**ARTICLES OF INCORPORATE OF
SPRING GARDEN APARTMENTS
OF SOUTH FLORIDA, INC.**

ARTICLE I - NAME

The name of this Corporation is Spring Garden Apartments of South Florida, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Jorge B. Muniz and the street address of the initial registered office of this Corporation is 12128 SW 75 STREET Miami, Florida 33183.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors initially. 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(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Jorge B. Muniz

12128 SW 75 Street
Miami, Florida 33183

Nancy L. Muniz

12128 SW 75 Street
Miami, Florida 33183

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TALLAHASSEE, FLORIDA

ARTICLES VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repeated by either the Stockholders(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Jorge B. Muniz and his street address is 12128 S.W. 75 Street, Miami, Florida 33183.

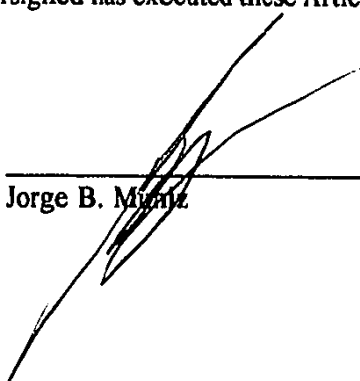
ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at Post Office Box 83-1602, Miami, Florida 33283, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of October, 1997.



Jorge B. Muniz

STATE OF FLORIDA)
)
COUNTY OF DADE) SS.

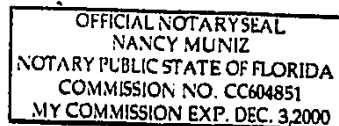
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Jorge B. Muniz, known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of Spring Garden Apartments of South Florida, Inc. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of October, 1997.



NOTARY PUBLIC

My Commission expires on:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Spring Garden Apartments, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Jorge B. Muniz, located at 12128 SW 75 STREET, Miami, Florida 33183, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties; i.e., Section 607.325 F.S.

Dated this 2nd day of October, 1997.

Jorge B. Muniz

NOTARY CERTIFICATION/ACKNOWLEDGMENT

I HEREBY CERTIFY that the foregoing instrument was acknowledged by Jorge B. Muniz before me on this ____ day of October, 1997, who is personally known to me (X) or who produced identification (____) and who did take an oath.

Witness my hand and seal in the County and state aforementioned.

[Signature]
NOTARY PUBLIC, State of Florida

Printed Name of Notary Public
My Commission Expires
OFFICIAL NOTARY SEAL
NANCY MUNIZ
NOTARY PUBLIC, STATE OF FLORIDA
CC604851
MY COMMISSION EXP. DEC. 3, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA