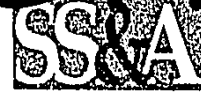


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ATTORNEYS AT LAW
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
SUITE 1050
MIAMI, FLORIDA 33131-2394
TELEPHONE: (305) 371-3100
TELECOMPER: (305) 371-2024

October 6, 1997
[VIA UPS]



Schantz
Schatzman &
Aaronson, P.A.

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/07/97--01053--005
****122.50 ****122.50

RE: Villa Miami Corp.

Gentlemen:

Enclosed herewith please find original Articles of Incorporation of Villa Miami Corp. together with my Trust Account check to your order in the sum of \$122.50.


Would you please be good enough to file the enclosed Articles of Incorporation and forward me a copy thereof after filing.

I enclose a stamped, self-addressed envelope for your convenience.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.


IRVING SHIMOFF
Of Counsel

IS/cc
Enclosure

cc: Mr. Robert M. Couf

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 PM 1:07

9/10/8/97

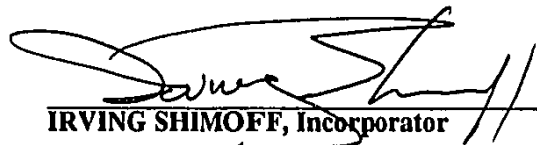
ARTICLES OF INCORPORATION
OF
VILLA MIAMI CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 PM 1:07

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is VILLA MIAMI CORP. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 1540 East Commercial Boulevard, Ft. Lauderdale, FL 33334
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 1540 East Commercial Boulevard, Ft. Lauderdale, FL 33334, and the registered agent at that address is Robert M. Couf.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

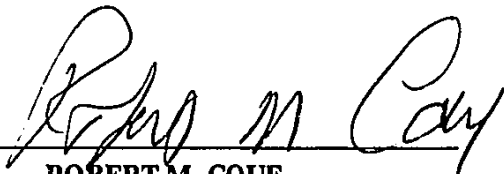
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of September, 1997.


IRVING SHIMOFF, Incorporator

**ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 PM 1:07**

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



ROBERT M. COUF

G:\S\MISVARTINCOR.VMC