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(CORNER OF PALMETTO PARK & POWERLINE RDS.)
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THOMAS C. WALSER
LL.M-Estate Planning
CARYN J. CLAYMAN

October 6, 1997

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT - 7 PM 1:25

RE: Incorporation of BOYNTON SHOPPES, INC.

Gentlemen:

800002313998--5
-10/07/97-01053--002
****122.50 ****122.50

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$70.00
Certified Copy	\$30.00
Registered Agent Designation	\$22.50
Total	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,

Charles F. Possess
Charles F. Possess

CFP/mmww
Enclosures

10/8/97

ARTICLES OF INCORPORATION
OF
BOYNTON SHOPPES, INC.

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ARTICLE I. NAME

The name of the corporation is BOYNTON SHOPPES, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 943 Clint Moore Road, Boca Raton, Florida 33487 and the name of the initial registered agent of this corporation at that address is MARTIN HEISE.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

MARTIN HEISE
943 Clint Moore Road
Boca Raton, FL 33487

GERALD BERSON
943 Clint Moore Road
Boca Raton, FL 33487

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MARTIN HEISE
943 Clint Moore Road
Boca Raton, FL 33487

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 943 Clint Moore Road, Boca Raton, Florida. The mailing address of the corporation shall be 943 Clint Moore Road, Boca Raton, FL 33487.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

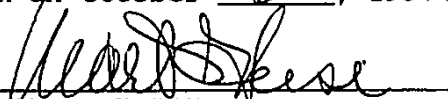
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on October 6, 1997.

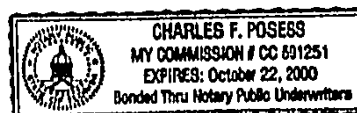

MARTIN HEISE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of October, 1997 by MARTIN HEISE as Incorporator of BOYNTON SHOPPES, INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced _____ (type of identification) as identification and did not take an oath.


Notary Public, State of Florida
Name: _____

My commission expires:



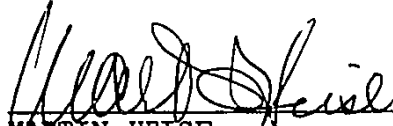
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That BOYNTON SHOPPES, INC., desiring to organize under the
laws of the State of Florida as indicated in the Articles of
Incorporation, has named MARTIN HEISE located at 943 Clint Moore
Road, Boca Raton, Florida, as its agent to accept service of
process within the State of Florida.

Having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open this office.


MARTIN HEISE
Registered Agent