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FLORIDA DIVISION OF CORPORATIONS
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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT ACCT#: 076077000355
CONTACT: ANNE ELLIS PHONE: (813) 223-7000 FAX #: (813) 229-4133

NAME: SUNSHADOW, INC.
AUDIT NUMBER.....H97000016938
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (5)
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TALLAHASSEE, FLORIDA

OCT 13 1997

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**ARTICLES OF INCORPORATION
OF
SUNSHADOW, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

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ARTICLE I

Name

The name of the corporation is SUNSHADOW, INC. ("Corporation").

ARTICLE II

Purpose

The sole purpose of the Corporation shall be to act as general partner of Sunshadow Apartments, Ltd., a Florida limited partnership (the "Partnership").

ARTICLE III

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is:

4311 W. Waters Avenue
Suite 600
Tampa, Florida 33614

ARTICLE IV

Shares

The Corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE V

Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5799, and the name of its initial registered agent at that address is Paul C. Davis, Esquire.

Prepared by:
Paul C. Davis, Esquire
One Harbour Place
777 S. Harbour Island Blvd.
Tampa, FL 33602-5799
(813) 223-7000
(813) 229-4133 (fax)
Florida Bar Number 283691

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ARTICLE VI**Incorporator**

The street address of its incorporator is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5799, and the name of its incorporator at that address is Paul C. Davis, Esquire.

ARTICLE VII**Directors**

The Corporation initially shall have three (3) directors whose names and addresses are:

Joseph M Williams
1501 W. Waters Avenue
Suite 402
Tampa, Florida 33614

David B. Watkins, Jr.
4311 W. Waters Avenue
Suite 600
Tampa, Florida 33614

Charlie Pinckney
777 S. Harbour Island Boulevard
Suite 900
Tampa, Florida 33602

The Corporation shall have at all times at least one "Independent Director." The Independent Director shall be a person who is not and for the prior two years has not been (a) a stockholder, officer or employee of the Corporation, its ultimate parent or any subsidiaries or affiliates thereof, or of any affiliates of the Partnership, or (b) a member of the immediate family of any such stockholder, officer, employee, or other director of the Corporation or of any affiliate of the Partnership. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question, and the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise. In the event that the Independent Director resigns, or such position is otherwise vacated, no action requiring the unanimous affirmative vote of the board of directors shall be taken until a successor Independent Director is elected and qualified and approves such action. In the event of the death, incapacity, or resignation of the Independent Director, or a vacancy for any other reason, a successor Independent Director shall be appointed by the remaining directors.

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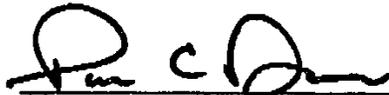
The unanimous consent of the directors shall be required to approve any of the following actions:

- (a) filing a bankruptcy or insolvency petition or otherwise instituting insolvency proceedings or causing the Corporation or Partnership to do so;
- (b) dissolving, liquidating, consolidating, merging or selling all or substantially all of the assets of the Corporation, or causing the Partnership to do any of the foregoing;
- (c) engaging in any other business activity; or
- (d) amending the articles of incorporation of the Corporation or the limited partnership agreement of the Partnership.

ARTICLE VIII
Indemnification

The Corporation's obligation to indemnify its directors and officers shall be subordinated, to the extent permitted by law, to the claims of the secured creditors of the Corporation and the Partnership.

Dated this 10th day of October, 1997.



PAUL C. DAVIS, Incorporator

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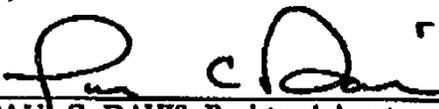
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 10th day of October, 1997.



PAUL C. DAVIS, Registered Agent

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