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10/16/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~SCOTT W. BARNETT~~ *Craig Kuroda*

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: BENCHMARK III RESIDENTIAL CORPORATION

AUDIT NUMBER.....H97000017277

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
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Article I. Name

The name of this Florida corporation is:
Benchmark III Residential Corporation

Article II. Address

The mailing address of the Corporation is:
Benchmark III Residential Corporation
106 Commerce Way, Suite A4
Jupiter FL 33458

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Gary Flynn
106 Commerce Way, Suite A4
Jupiter FL 33458

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Gregory A. Hale
Gary A. Flynn

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 13, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 16, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.

Greg K. Kuroda Vice President

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0686

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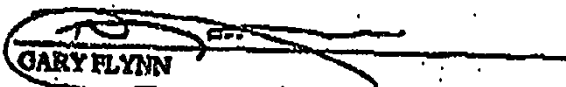
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Benchmark III Residential Corporation

REGISTERED AGENT/OFFICE:
Gary Flynn
106 Commerce Way, Suite A4
Jupiter FL 33458

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


GARY FLYNN

Date: October 16, 1997

Corporate Creations International Inc.
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Miami Beach FL 33139
(305) 672-0886

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