

PA7000093756

MORTGAGE BANKER

Continental Mutual Mortgage Corporation

706 SOUTH DIXIE HIGHWAY • SECOND FLOOR • CORAL GABLES, FLORIDA 33146
TELEPHONE: (305) 666-2121 • FAX: (305) 665-4010



October 29, 1997

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399


Attention: Division of Corporations

RE: SHILOH PROPERTIES, INC./ARTICLES OF INCORPORATION

Gentlemen:

Enclosed herein please find three original Articles of Incorporation for Shiloh Properties, Inc., together with our check number 6519 in the amount of \$122.50. Please file said Articles and return an original in the self-addressed stamped envelope enclosed for your convenience.

Very truly yours,


Julie A. Turner

EFFECTIVE DATE

10-29-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
SHILOH PROPERTIES, INC.

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The undersigned for purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME:

EFFECTIVE DATE

The name of the Corporation is:

SHILOH PROPERTIES, INC.

10-29-97

ARTICLE TWO
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE
NATURE OF BUSINESS:

The Corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE FOUR
SHARES:

The aggregate number of shares which the corporation has authority to issue is 1080, all of which shall be common shares of \$1.00 par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED:

The shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE:

The initial street address of the office of the Corporation is:

706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

The name and address of the initial registered agent is:

THOMAS W. OLSEN III
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

ARTICLE SEVEN
DIRECTORS:

The Board of Directors of the Corporation shall consist of two members. The names and addresses of the First Board of Directors are:

THOMAS W. OLSEN III, PRESIDENT
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

700

LLOYD SALSBURG, VICE PRESIDENT AND SECRETARY
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason as having heretofore or hereinafter being a director or officer of the corporation, or by reason of any action, alleged to have been heretofore or hereinafter taken or admitted by him as such officer or director, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability of the aforesaid provided that no person shall be indemnified against or reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporations; and any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

ARTICLE EIGHT
INCORPORATORS:

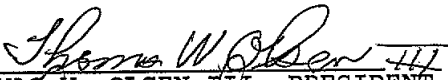

The names and addresses of the initial incorporators are:

THOMAS W. OLSEN III
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

LLOYD SALSBURG
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

ARTICLE NINE
COMMENCEMENT OF EXISTENCE:

The corporation shall be deemed to have commenced its existence of the 29th day of OCTOBER, 1997.

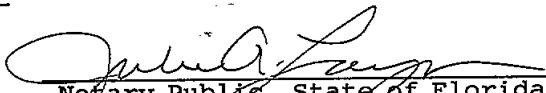

THOMAS W. OLSEN III, PRESIDENT

LLOYD SALSBURG, VICE PRESIDENT
AND SECRETARY

STATE OF FLORIDA

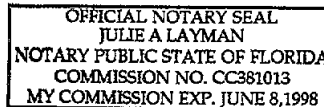
COUNTY OF DADE ss:

Before me, a Notary Public of the State of Florida, City of Miami, County of Dade, U.S.A., at Large, on the 29th day of OCTOBER, 1997, personally appeared THOMAS W. OLSEN III known to me to be the person whose names are subscribed to the above instruments, and after identifying themselves to me, they acknowledge to me that they executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal this 29th day of OCTOBER, 1997.


Notary Public, State of Florida
at Large

My Commission Expires:

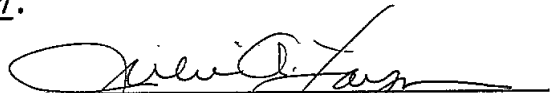


STATE OF FLORIDA

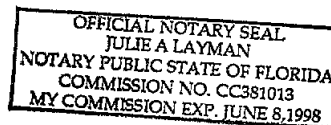
COUNTY OF DADE ss:

Before me, a Notary Public of the State of Florida, City of Miami, County of Dade, U.S.A., at Large, on the 29th day of OCTOBER, 1997, personally appeared LLOYD SALSBURG known to me to be the person whose names are subscribed to the above instruments, and after identifying themselves to me, they acknowledge to me that they executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal this 29th day of OCTOBER, 1997.


Notary Public, State of Florida
at Large

My Commission Expires:



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CERTIFICATE DESIGNATED PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITH SECRETARY OF STATE
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, SEE, FLORIDA

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

First, that SHILOH PROPERTIES, INC.
desiring to organize under the laws of the State of Florida with
its initial office, as indicated in the Articles of Incorporation
at City of Miami, County of Dade, State of Florida, has named

THOMAS W. OLSEN III

located at

706 S. Dixie Highway, Second Floor, Coral Gables, Florida
as its agent to accept service of process within this state.

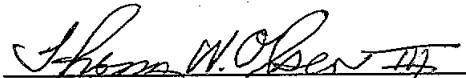
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SHILOH
PROPERTIES, INC. at the place designated in the
Articles of Incorporation, I agree to comply with the provisions of
the Florida Statutes relative to keeping open such office. I
further state that:

"I hereby am familiar with accept the duties and
responsibilities as registered agent for said corporation."

10-29-97

Date


Registered Agent
THOMAS W. OLSEN III