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O: DIVISION OF CORPORATIONS

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AME: BARRETT APARTMENTS CORPORATION
AUDIT NUMBER.....H97000018488
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ARTICLES OF INCORPORATION OF
BARRETT APARTMENTS CORPORATION

ARTICLE I - NAME

The name of this Corporation is BARRETT APARTMENTS CORPORATION

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of no par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is MICHAEL ZOGBY and the street address of the initial registered office of this Corporation is 5554 NW Miami Court, Miami, FL. 33127.

THIS INSTRUMENT PREPARED BY:
J. LUIS QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FL. 33134
TELEPHONE (305) 446-0300
FLORIDA BAR #054887

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PAGE TWO OF ARTICLES OF INCORPORATION
OF BARRETT APARTMENTS CORPORATION

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Michael Zogby

5554 NW Miami Court, Miami, FL 33127

Pedro Pelaez

5554 NW Miami Court, Miami, FL 33127

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is MICHAEL ZOGBY and his street address is 5554 NW Miami Court, Miami, FL 33127.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 5554 NW Miami Ct., Miami, FL 33127, County of Dade, State of

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**PAGE THREE OF ARTICLES OF INCORPORATION
OF BARRETT APARTMENTS CORPORATION**

Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

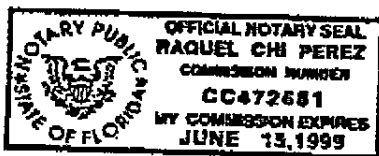
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of November, 1997.



MICHAEL ZOGBY

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared MICHAEL ZOGBY known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of BARRETT APARTMENTS CORPORATION and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of November, 1997.




NOTARY PUBLIC, State of Florida
Raquel C. Perez
Printed Name of Notary Public
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

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

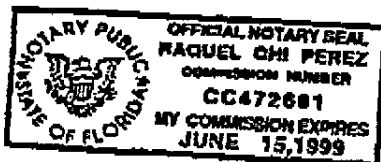
First, that BARRETT APARTMENTS CORPORATION, a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named MICHAEL ZOGBY, located at 5554 NW Miami Court, Miami, FL. 33127, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this November 5, 1997.


MICHAEL ZOGBY

SWORN TO AND SUBSCRIBED before me this November 5, 1997.




NOTARY PUBLIC, State of Florida

Raquel C. Perez
Printed Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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