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THE GREEN COMPANIES Executive Offices

Developers
Builders
Real Estate Brokers
Mortgage Brokers
Contractors
Property Management

November 11, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 3:38

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Chelsea Apartments, Inc.

300002347263--9
-11/14/97--01046--014
***122.50 ***122.50

Dear Madam or Sir,

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50, which represents the filing fee and certification.

To expedite our receipt of the documents, enclosed is a Federal Express envelope for your use. If you have any questions, please call me at (305) 670-1000, Extension 110. Thank you for your assistance.

Very truly yours,

THE GREEN COMPANIES, INC.

ELIZABETH A. GREEN, ESQUIRE

EAG:mb
Enclosures

CCA#1 EG-Sec.SiL

ARTICLES OF INCORPORATION
OF
CHELSEA APARTMENTS, INC.

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DIVISION OF CORPORATIONS

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We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Section 612.01, et. al., Florida Statutes, as amended, do hereby subscribe to these Articles of Incorporation this 11th day of November, 1997.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

CHELSEA APARTMENTS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, to purchase, develop, lease, manage, and sell real estate. To carry on any lawful business calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue and have outstanding at any one time Sixty (60) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All share issued shall be fully paid and non-assessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase his proportionate share thereof.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7700 North Kendall Drive, Suite 200, Miami, Florida 33156 and the name of the initial Registered Agent of this Corporation at that address shall be ELIZABETH A. GREEN, ESQUIRE; such agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

Principal address is same as registered address.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. 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 names and addresses of the first Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
George R. Brown, Jr. Director/President	7700 North Kendall Drive Suite 200 Miami, Florida 33156
Elizabeth A. Green Director/Vice President	7700 North Kendall Drive Suite 200 Miami, Florida 33156
Richard M. Horton Director/Vice President	7700 North Kendall Drive Suite 200 Miami, Florida 33156
Susan A. Grad Secretary	7700 North Kendall Drive Suite 200 Miami, Florida 33156

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 and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer or agent of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer or agent, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to

which it shall be adjudged that such officer or director or agent is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically hereon provided for.

No contact or other transaction between this Corporation and any other Corporation, and no act of 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 Corporation; 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 or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director or the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereof to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles:

ELIZABETH A. GREEN, Vice President
7700 North Kendall Drive, Suite 200
Miami, Florida 33156

ARTICLE IX. AMENDMENT

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

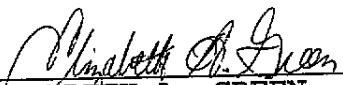
ARTICLE X. BY LAWS

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

ARTICLE XI. RESOLUTIONS

No resolutions or changes voted in any manner by any of the stockholders of this Corporation shall be valid unless there is an eighty (80%) per cent accord vote on any of the said matters or subject presented to the Board of Directors and that each of the undersigned subscribers bind themselves together with their assigns to abide by the terms of this charter.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of November, 1997.


ELIZABETH A. GREEN, Vice President

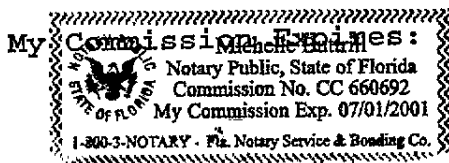
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of November, 1997, by ELIZABETH A. GREEN, who is personally known to me or who has produced N/A, as identification, respectively, and who did/did not take an oath.

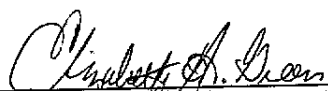
NOTARY PUBLIC:

Sign: Michelle Buttrill

Print: Michelle Buttrill
State of Florida at Large
(SEAL)



The undersigned, having been named to accept service of process for the above corporation at the place designated in Article VI hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.


ELIZABETH A. GREEN, ESQUIRE

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