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EFFECTIVE DATE

11/13/97

BARBARA CHRISTIE JOHNSTON
WILHELMINA F. KIGHTLINGER
MYRA LOUGHRAN
RALPH H. MARTIN
ROBERT O. MICKLER
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON

L. PETER JOHNSON (1942-1988)

JAMES L. ADE
LYNDA R. AYCOCK
W. O. BIRCHFIELD
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PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODBREAD, JR.
STEPHEN D. HALKER
SHARON ROBERTS HENDERSON

November 17, 1997

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Aventura/Town Square, Inc.


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-11/19/97--01036--009
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find the original and one copy the executed Articles of Incorporation for Aventura/Town Square, Inc., along with our firm check in the amount of \$122.50. Please forward a certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Very truly yours,



Daniel B. Nunn, Jr.

DBN/hw
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/21/97

ARTICLES OF INCORPORATION
OF
AVENTURA/TOWN SQUARE, INC.

EFFECTIVE DATE
11/13/97

ARTICLE I.

NAME

The name of this corporation is Aventura/Town Square, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 107 Planters Row
West, Ponte Vedra Beach, Florida 32082.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares."

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 107 Planters Row West, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Marvin H. Goldberg, M.D.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Marvin H. Goldberg, M.D.

ADDRESS

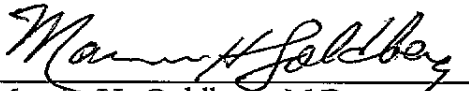
107 Planters Row West
Ponte Vedra Beach, Florida 32082

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. The shareholder(s) may adopt, amend or repeal Bylaws for the corporation pursuant to these Articles of Incorporation.

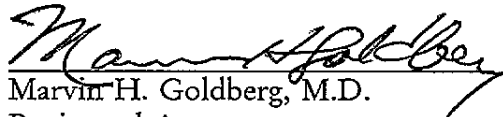
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 13th day of November, 1997.


Marvin H. Goldberg, M.D.
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
AVENTURA/TOWN SQUARE, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Aventura/Town Square, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 107 Planters Row West, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 13th day of November, 1997.


Marvin H. Goldberg, M.D.
Registered Agent

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TALLAHASSEE, FLORIDA