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JONATHAN D. COMMANDER  
ATTORNEY AT LAW  
POST OFFICE BOX 2956  
PALM BEACH, FLORIDA 33480  
(561) 835-6990

December 10, 1997

State of Florida  
Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

300002371873--4  
1245297-01054-007  
\*\*\*122.50 \*\*\*122.50

Re: Myrtle Beach Associates, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced company. Please file the original in your office and return one certified copy to us.

Also enclosed is a check in the amount of \$122.50 to cover the following costs:

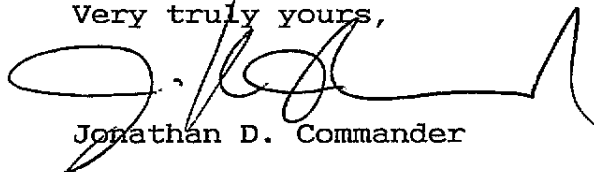
Filing Fee	\$ 35.00
Certified Copy of Charter and Articles	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$122.50

FILED  
97 DEC 15 AM 9:56  
STATE  
TALLAHASSEE, FLORIDA

Thank you very much and please do not hesitate to contact me should there be any questions or difficulties.

EFFECTIVE DATE  
1-1-98

Very truly yours,

  
Jonathan D. Commander

JDC/mo  
Enclosures

CB  
12-16-97

EFFECTIVE DATE  
1-1-98

ARTICLES OF INCORPORATION  
OF  
MYRTLE BEACH ASSOCIATES, INC.

FILED  
97 DEC 15 AM 9:56  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby comes to form a corporation for profit under the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of such corporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be MYRTLE BEACH ASSOCIATES, INC.

ARTICLE II  
NATURE OF BUSINESS

The corporation shall be authorized to engage in the business of developing, owning, financing, and leasing commercial and residential real estate any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Director(s).

ARTICLE IV  
AMOUNT OF CAPITAL NECESSARY TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE V  
TERM OF EXISTENCE

The corporation shall have perpetual existence beginning January 1, 1998.

ARTICLE VI  
PRINCIPLE PLACE OF BUSINESS

The principle place of business of the corporation shall be in Palm Beach County, Florida, and its principle office shall be at 324 Royal Palm Way, Suite 218, Palm Beach, Florida, 33480 or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII  
NUMBER OF DIRECTORS

The corporation shall have not less than one (1) nor more than five (5) directors.

ARTICLE VIII  
NAME AND ADDRESS OF DIRECTORS

The name and addresses of the first directors who, subject to the provisions of these Articles, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the corporate existence, or until successors are elected and qualified, are:

Marc A. Kahan

740 N. Rush St.  
Suite 612  
Chicago, Il. 60611

Lorraine Hillman  
P. O. Box 2156  
Palm Beach, Fla. 33480

Kenneth S. Raznick  
3830 Glen Falls Dr.  
Bloomfield Hills, Mi. 48302

#### ARTICLE IX

##### OFFICERS OF THE CORPORATION

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until successors are elected and qualified shall be:

Marc A. Kahan, President  
740 N. Rush St.  
Suite 612  
Chicago, Il. 60611

Kenneth S. Raznick, Vice President  
3830 Glen Falls Dr.  
Bloomfield Hills, Mi. 48302

Lorraine Hillman, Secretary - Treasurer  
P. O. Box 2156  
Palm Beach, Fl. 33480

#### ARTICLE XI

##### DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following named person is designated as Resident Agent for this corporation, to accept service of process in the State of Florida:

Jonathan D. Commander  
324 Royal Palm Way, Suite 218  
Palm Beach, FL 33480


ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, on this the 10th day of December, 1997.

  
Jonathan D. Commander, Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
Jonathan D. Commander, Resident Agent

FILED  
97 DEC 15 PM 9:57  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Jonathan D. Commander, as the Incorporator to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in

the County and State aforesaid, this 12 day of December, 1997.

Cathleen G. Leeman  
NOTARY PUBLIC

My commission expires:



Cathleen G. Leeman  
MY COMMISSION # CC569012 EXPIRES  
July 10, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Jonathan D. Commander, as the Resident Agent to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 12 day of December, 1997.

Cathleen G. Leeman  
NOTARY PUBLIC

My commission expires:



Cathleen G. Leeman  
MY COMMISSION # CC569012 EXPIRES  
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