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LAW OFFICES
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319 CLEMATIS STREET
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January 13, 1998

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

Re: BRIERWOOD NORTH APARTMENTS, INC.
Our File No. 98-3321

To Whom It May Concern:

Enclosed please find Articles of Incorporation of Brierwood North Apartments, Inc., together with check in the amount of \$70 representing filing fee for same.

I am also enclosing a copy of the Articles. Please forward a date stamped copy of the Articles to the undersigned in the enclosed envelope.

Thank you for your prompt attention to this matter and should you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

Kathy Candia
Kathy Candia,
Paralegal to:
James C. Blanton, Esq.

:k
Enclosures-stated

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BRIERWOOD NORTH APARTMENTS, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation is: BRIERWOOD NORTH APARTMENTS,
INC. The Principal of business is 319 Clematis St., suite 801, W. Palm Bch, Fl.
33401

ARTICLE II: DURATION

The duration of this corporation shall be perpetual.
Corporate existence shall commence at the time of filing the
Articles of Incorporation with the Department of State.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business for which corporations may be
incorporated under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

A. Number:

The corporation shall have the authority to issue 75
shares of capital stock with a par value of \$100.00 per
share.

B. Initial Issue:

75 shares of capital stock shall be issued initially at
the par value of \$100.00 per share.

C. Classes of Stock:

The shares of stock of the corporation shall not be
divided into classes.

D. Stated Capital:

The sum of the par value of all the shares of capital

stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 319 Clematis Street, Suite 801, West Palm Beach, Florida 33401 and the name of the initial registered agent of the corporation at that address is JAMES C. BLANTON.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

NAME:

James C. Blanton

ADDRESS:

319 Clematis Street
Suite 801
West Palm Beach, Florida 33401

ARTICLE VIII: INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME:

James C. Blanton

ADDRESS:

319 Clematis Street
Suite 801
West Palm Beach, Florida 33401

ARTICLE IX: AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment to them, and right conferred upon the shareholders is subject to this reservation.

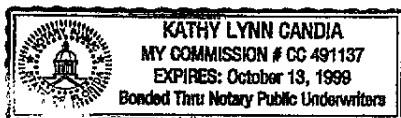
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 8th day of January, 1998.

James C. Blanton
JAMES C. BLANTON

STATE OF FLORIDA
COUNTY OF PALM BEACH

I CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES C. BLANTON, who is personally known to me, the undersigned notary public, to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January, 1998.



Kathy Lynn Candia
Signature of Notary
Kathy Lynn Candia
Printed Name of Notary
Notary Public,
State of Florida
CC 491137
Serial Number, if any

My commission expires:
October 13, 1999

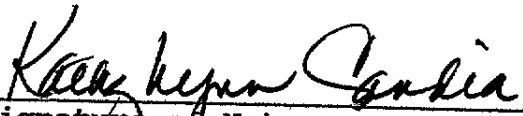
ACCEPTANCE OF REGISTERED AGENT

BEFORE ME, the undersigned authority, personally appeared JAMES C. BLANTON, who made oath that he accepts designation as Registered Agent of the within proposed corporation.


JAMES C. BLANTON

SWORN TO AND SUBSCRIBED to before me by JAMES C. BLANTON, who is personally known to me, the undersigned notary public, at West Palm Beach, Palm Beach County, Florida, this 9th day of January, 1998, and who did take an oath.




Signature of Notary
Kathy Lynn Candia
Printed Name of Notary
Notary Public,
State of Florida
CC 491137
Serial Number, if any

My commission expires:
October 13, 1999

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