

~~Clark & Scholnik~~
~~A Partnership of Professional Associations~~

THOMAS M. CLARK, P.A.
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February 17, 1998

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

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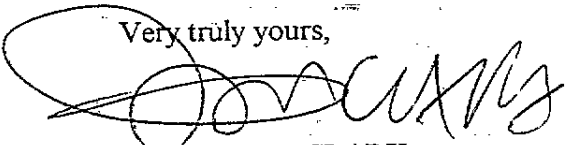
RE: Barth Properties VII, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the fully executed Articles of Incorporation for each of the above reference corporations. Also enclosed is our check in the amount of \$656.25 to cover the cost of the filing fees together with a Certificate of Status for each. Please forward us a copy of each of the filed Articles and an original Certificate of Status for each corporation in the enclosed self-addressed stamped envelope.

If there is anything further which you need, please do not hesitate to contact the undersigned.

Very truly yours,


THOMAS M. CLARK
For the Firm

TMC/plc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/18/98 - TEM

**ARTICLES OF INCORPORATION
OF
BARTH PROPERTIES VII, INC.**

ARTICLE I - NAME

The name of this corporation is **BARTH PROPERTIES VII, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VI - INITIAL REGISTERED OFFICE AND AGENT

Prepared by: Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, Florida 33308
(954) 776-3800
Florida Bar No. 141497

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The street address of the initial principal office of this corporation is 101 North Riverside Drive, Suite 203, Pompano Beach, FL 33062, and the name and address of the initial registered agent of this corporation is Thomas M. Clark, at 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale, FL 33308.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished 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:

Andrew J. Barth
101 North Riverside Drive, Suite 203
Pompano Beach, FL 33062

ARTICLE VIII - INCORPORATOR

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

Thomas M. Clark
2400 East Commercial Blvd., #820
Fort Lauderdale, FL 33308

ARTICLE IX - INDEMNIFICATION


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

ARTICLE X - AMENDMENT

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(954) 776-3800
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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on February 11, 1998.


THOMAS M. CLARK

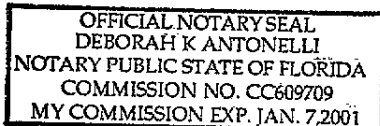
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced N/A as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of February, 1998.


NOTARY PUBLIC

My commission Expires:
(Seal)



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT BARTH PROPERTIES VII, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF POMPANO BEACH, STATE OF FLORIDA, HAS NAMED
THOMAS M. CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE 820, FORT
LAUDERDALE, FLORIDA, 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE


THOMAS M. CLARK

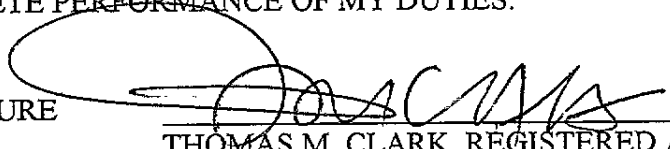
TITLE

INCORPORATOR

DATE: FEBRUARY 11, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


THOMAS M. CLARK, REGISTERED AGENT

DATE: FEBRUARY 11, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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