



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 712000 6475A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 19, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 712000-005

CUSTOMER NO: 6475A

CUSTOMER: Wilson C. Atkinson, Iii, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street

Hollywood, FL 33020

DOMESTIC FILING

NAME: BRISBEN FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:16

RECEIVED
98 FEB 19 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2/19/98

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EFFECTIVE DATE

2/18/98

ARTICLES OF INCORPORATION

OF

BRISBEN FLORIDA, INC.

FILED
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DIVISION OF CORPORATIONS
98 FEB 19 PM 1:16

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

BRISBEN FLORIDA, INC.

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address and principal office address is:

7800 E. Kemper Road
Cincinnati, OH 45249

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation shall have as its sole purpose serving as the general partner of various Florida limited partnerships, which purpose shall be to construct and manage multi-family apartment buildings, and the Corporation may further engage in any activity permitted under the laws of the United States and under the laws of the State of Florida which is consistent with and in furtherance of its stated purpose.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock, of which three thousand seven hundred fifty (3,750) shares will be designated as Class A stock and three thousand seven hundred fifty (3,750) shares will be designated as Class B stock. The shares of stock authorized shall all be common stock having a par value of One Dollar (\$1.00) per share and shall be identical in rights and privileges, with the exception that Class A stock shall have voting rights and Class B stock shall have no voting rights. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Wilson C. Atkinson, III, Esq.
c/o Atkinson, Diner, Stone & Mankuta, P.A.
1946 Tyler Street
P.O. Drawer 2088
Hollywood, FL 33022-2088

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the first Officers and Directors of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
WILLIAM O. BRISBEN	23 North Beach Road Hobe Sound, FL 33455	President/Director
TARA BRISBEN	7800 E. Kemper Road Cincinnati, Ohio 45249	Secretary/Director

The first Officers and Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
WILSON C. ATKINSON, III	c/o Atkinson, Diner, Stone & Mankuta, P.A. 1946 Tyler Street P.O. Drawer 2088 Hollywood, Florida 33022-2088

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ARTICLE IX.

COMMENCEMENT DATE

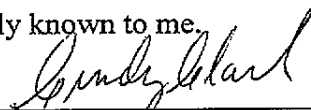
Corporate existence will commence on February 18, 1998.

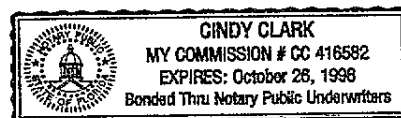
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

 (SEAL)
WILSON C. ATKINSON, III

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of February, 1998, by WILSON C. ATKINSON, III, who is personally known to me.


Notary Public, State of Florida at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


WILSON C. ATKINSON, III