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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: 7 BERKLEY SQUARE, INC.

AUDIT NUMBER.....H98000004337

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

FILED

98 MAR -5 AM 7: 49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation shall be Berkeley Square, Inc.

ARTICLE TWO

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved, in accordance with the laws of the State of Florida. Corporate existence shall commence upon the filing of these Articles with the Secretary of State.

ARTICLE THREE

PURPOSE

The corporation is being formed to engage in the purchase and ownership of real estate, the operation of apartment buildings, and to carry on such business activities as are ancillary and incidental to the aforesaid, and to conduct such other activities permitted under the laws of the United States of America and the laws of the State of Florida.

Prepared by:

Robert Lederman, Esquire
1570 Madruga Avenue - Suite 311
Coral Gables, Florida 33146
(305) 666-2288
Florida Bar No.: 200621

H98000004337

H98000004337 ARTICLE FOUR

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE FIVE

DIRECTORS

The number of Directors will not be less than one. The name and address of the first Director of this corporation is **DANNY TAHA**, 6915 Red Road, Suite 215-A, Coral Gables, Florida, 33143.

ARTICLE SIX

PRINCIPAL OFFICE

The initial address of the principal office of the corporation is 6915 Red Road, Suite 215-A, Coral Gables, Florida, 33143.

ARTICLE SEVEN

INCORPORATOR

The name and address of the person signing these Articles as an incorporator is **DANNY TAHA**, 6915 Red Road, Suite 215-A, Coral Gables, Florida, 33143.

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H98000004337 ARTICLE EIGHT

INITIAL REGISTERED AGENT AND OFFICE

The name of this corporation's initial registered agent and the street address of its initial registered office is **DANNY TAHA**, 6915 Red Road, Suite 215-A, Coral Gables, Florida, 33143.

ARTICLE NINE

AMENDMENT

The Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE TEN


INDEMNIFICATION

This corporation shall indemnify any and all of its Directors or Officers, or former Directors or Officers, to the maximum extent permissible by law in connection with any action, suit or proceeding, whether civil, criminal, administrative, or investigative (and any appeals thereof) to which any such person or his legal representative shall be made a party. The foregoing right of indemnification shall not be exclusive of any other rights to which any such person may be entitled as a matter of law or which may be lawfully granted to him.

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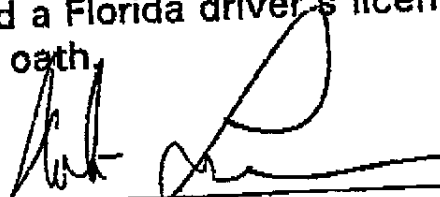
IN WITNESS WHEREOF, the undersigned has made,
subscribed and acknowledged these Articles of Incorporation on
this 4th day of March, 1998.



Danny Taha

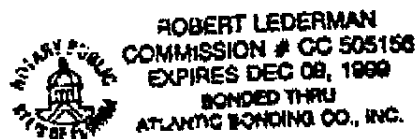
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on
this 4th day of March, 1998, by Danny Taha, who is personally
known to me or who has produced a Florida driver's license as
identification and who did take an oath.



Notary Public
Print Name: Robert Lederman

my commission expires:




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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT


The undersigned hereby accepts the appointment as Registered Agent, upon whom process may be served for Berkeley Square, Inc.


 Danny Taha

STATE OF FLORIDA)
) SS
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on this 4th day of March, 1998, by Danny Taha, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

 ROBERT LEDERMAN
 COMMISSION # CC 505158
 EXPIRES DEC 08, 1999
 BONDED THRU
 ATLANTIC BONDING CO., INC.


 Notary Public
 Print Name: Robert Lederman

my commission expires:

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 TALLAHASSEE, FLORIDA

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