



THE UNITED STATES
CORPORATION
COMPANY

09 80000036570

ACCOUNT NO. : 072100000032

REFERENCE : 790807 4133D

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : April 22, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 790807-005

CUSTOMER NO: 4133D

200002496252--2

CUSTOMER: Ms. Lori Weiss
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: AEP INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 AM 1:49

RECEIVED
98 APR 22 4:11:24
DIVISION OF CORPORATIONS

4/22/98

ARTICLES OF INCORPORATION

OF

AEP INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 AM 1:49

ARTICLE I - NAME AND ADDRESS

The name of this corporation is AEP INVESTMENTS, INC. The address of the principal office and the mailing address of this corporation is c/o Henry Batievsky, American Equity Properties, Inc., One Turnberry Place, 19495 Biscayne Boulevard, Suite #600, Aventura, Florida 33180.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares 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 V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Henry Batievsky

Address

American Equity Properties, Inc.
One Turnberry Place
19495 Biscayne Boulevard
Suite #600
Aventura, Florida 33180

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either

increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than two.

ARTICLE VIII - INCORPORATOR

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

Name

Address

Henry Batievsky

American Equity Properties, Inc.
One Turnberry Place
19495 Biscayne Boulevard
Suite #600
Aventura, Florida 33180

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 17th day of April, 1998.

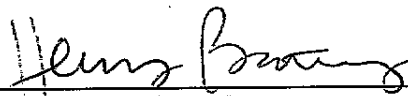

Henry Batievsky, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.


Henry Batievsky
Registered Agent

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FILED
SECRETARY OF STATE
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98 APR 22 AM 1:50