

THE HERRICK COMPANY, INC
AN INVESTMENT COMPANY

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(561) 241-9880 FAX (561) 241-9887

Morristown, NJ
(201) 539-1390

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

May 6, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002515488-3
-05/07/98-01080-001
****315.00 *****78.75

Re: **ARTICLES OF INCORPORATION FOR THE FOLLOWING:**

G-P NH6 GROUP II, INC.

G-P NH6 GROUP IV, INC.

G-P NH6 GROUP III, INC.

G-P NH6 GROUP V, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for each of the above referenced corporations, together with a check in the amount of \$315.00 which represents the filing fee of \$35.00 for each corporation, the registered agent fee of \$35.00 for each corporation, and \$8.75 for a Certificate of Status for each corporation.

Please return a filed copy of the Articles of Incorporation, and the Certificate of Status for each of the above referenced corporations to me at the above street address via Federal Express. Our Federal Express account number is 1065-0238-2.

Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson
Sue Deverson, CLA
Certified Legal Assistant

/sd

Enclosures

c: Mr. Bob Klein w/enclosure
\\corporat\state48.ltr

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAY 7 AM 9:31

D. BROWN MAY 11 1998

**ARTICLES OF INCORPORATION
OF
G-P NH6 GROUP V, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 9:31

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is G-P NH6 Group V, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2295 Corporate Boulevard, N.W., Suite 222, P. O. Box 5010, Boca Raton, Florida 33431-0810.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares, at no par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is c/o The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at that office is Norton Herrick.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Norton Herrick, The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE VI

INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Norton Herrick

c/o The Herrick Company, Inc.
2295 Corporate Boulevard, N.W.
Suite 222
Boca Raton, Florida 33431

ARTICLE VII

PURPOSE

The corporation's activities will be limited to the following:

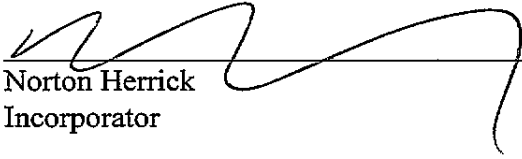
- A. The corporation shall not engage in any business activity other than holding its interest in NH6 Group V, Ltd., a Florida limited partnership.
- B. The corporation shall not incur any indebtedness.
- C. The corporation shall not merge or consolidate with another entity.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 5th day of May, 1998.


Norton Herrick
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 9:31

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of G-P NH6 Group V, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of May, 1998.

THE HERRICK COMPANY, INC.

By: 

Norton Herrick
Chief Executive Officer