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June 25, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/26/98--01080--014
****122.50 ****122.50

RE: BH Genpar II, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover filing fees for the captioned corporation.

I have also enclosed an original and one copy of the articles of incorporation for same.

Sincerely,



Gregory C. Picken, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6-29-98
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ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is: **BH Genpar II, Inc.**

2. ADDRESS. The principal address of the corporation is:

C/O Judy Circo
5841 Corporate Way, South
West Palm Beach, FL 33407

3. DURATION. The period of its duration is perpetual.

4. PURPOSE. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States, Florida and any other state, country, territory or nation. Without limitation of the foregoing, this corporation is specifically being formed for the purpose of serving as General Partner of a limited partnership to be formed to develop certain real estate in Palm Beach County, Florida.

5. CAPITAL STOCK. The corporation is authorized to issue One Hundred (100) shares, all of one class, at one-dollar (\$1.00) par value.

Additional shares can be issued only with a vote of the shareholders holding a majority of shares.

6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the initial registered agent and office of this corporation is as follows:

Judy Circo
5841 Corporate Way, South
West Palm Beach, FL 33407

7. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially, who shall be:

Judy Circo
5841 Corporate Way, South
West Palm Beach, FL 33407

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8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

Judy Circo
5841 Corporate Way, South
West Palm Beach, FL 33407

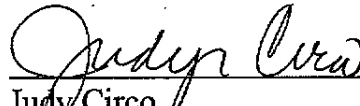
9. OFFICERS. The initial officers of the corporation shall be as follows:

Judy Circo: President, Secretary, Treasurer

10. AMENDMENT TO ARTICLES. 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.

EXECUTION BY INCORPORATOR
AND ACCEPTANCE BY REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of June, 1998, and does thereby agree to act as the initial registered agent of the corporation.



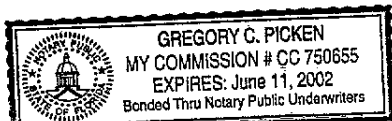
Judy Circo
Incorporator, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

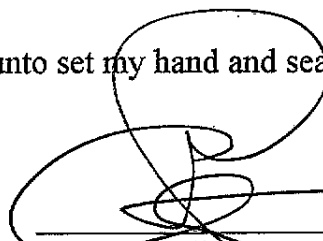
BEFORE ME, the undersigned authority, personally appeared Judy Circo, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such document and that he is well known to me ~~or has produced Florida drivers license # _____ as identification and did (did not) take an oath.~~

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 25th day of June, 1998.



My Commission Expires:

Commission No. _____



Notary Public, State of Florida

Typed/Printed name of Notary

Bonded Through _____