



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 873371 87551A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 29, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 873371-030

CUSTOMER NO: 87551A

CUSTOMER: Cathy M. Scott, Legal Asst
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: ATRIUM I APARTMENT INVESTMENT
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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DIVISION OF CORP
J. Phillips

EFFECTIVE DATE

6/26/98

ARTICLES OF INCORPORATION
OF
ATRIUM I APARTMENT INVESTMENT CORPORATION

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ARTICLE I - NAME

The name of this corporation is Atrium I Apartment Investment Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on June 26, 1998.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Lawrence B. Juran, P.A.
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Patrick J. DiSalvo
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce A. Rendina	3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410
Gregory Atria	2525 Hollywood Boulevard Hollywood, Florida 33020
Drew Atria	2525 Hollywood Boulevard Hollywood, Florida 33020

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of June, 1998.


Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 26th day of June, 1998.

LAWRENCE B. JURAN, P.A.

By: 

Lawrence B. Juran, President

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