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July 20, 1998

* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer
**** Board Certified Appellate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

100002595801--7
-07/22/98--01085--001
****122.50 ****122.50

Re: WELP Nashville Corporation

Gentlemen:

Enclosed are Articles of Incorporation and Certificate of registered agent in connection with the captioned corporation. Also enclosed is a check to the Secretary of State in the amount of \$122.50 in payment of the following fees:

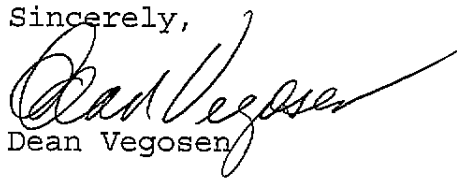
Filing Articles of Incorporation	\$ 35.00
Filing Registered Agent form	35.00
Certified copies	<u>52.50</u>

Total: \$122.50

Please file the enclosed documents at your earliest convenience and issue certified copies of the Articles (extra copy enclosed). Your receipt and the certified copy of the Articles should be mailed to the undersigned at the address on this letterhead.

Thank you.

Sincerely,


Dean Vegosen

DV:jha
Enclosures

cc: Lothar Estein

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 PM 12:33

ARTICLES OF INCORPORATION
OF
WELP NASHVILLE CORPORATION

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 22 PM 12:34

I, the undersigned Incorporator and Subscriber, being natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be WELP NASHVILLE CORPORATION.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

c/o Estein & Associates USA, Ltd.
5211 International Drive
Orlando, Florida 32819

This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This corporation is organized for the sole purpose of being the manager of WELP Nashville, L.C., a Florida limited liability company, and performing all functions in connection therewith.

ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock 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 VII - Registered Office and Agent

The street address of the initial registered office of this corporation is 10th Floor, 500 South Australian Avenue, West Palm Beach, Florida 33401 (Attention: Dean Vegosen) and the name of the initial registered agent of this corporation at that address is Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A.

ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time

ARTICLE XII - Single Purpose Entity

Anything in these Articles of Incorporation to the contrary notwithstanding, this Corporation is intended to be a single or special purpose entity and, therefore, the following limitations shall apply:

A. The purpose of the Corporation is limited to being the manager of WELP Nashville, L.C. ("the Limited Liability Company").

B. The Corporation's ability to incur indebtedness is limited to incurring indebtedness solely in its capacity as manager of the Limited Liability Company on behalf of 100 Oaks, L.P., the limited partnership of which the Limited Liability Company is the general partner ("the Partnership"), and it will not incur indebtedness in its own name.

C. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of these Articles of Incorporation so long as there are rated securities outstanding in connection with any loan to the Partnership.

D. The following separateness covenants shall apply and the Corporation shall be required to:

i. Maintain books and records separate from any other person or entity;

ii. Maintain its accounts separate from any other person or entity;

iii. Not commingle assets with those of any other entity;

to time but the number shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Lothar Estein
Estein & Associates USA, Ltd.
5211 International Drive
Orlando, Florida 32819

ARTICLE IX - Incorporator

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

Dean Vegosen
Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A.
500 S. Australian Avenue, 10th Floor
West Palm Beach, Florida 33401

ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI - Management of Corporation by Stockholders


Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

- iv. Conduct its business in its own name;
- v. Maintain separate financial statements;
- vi. Pay its own liabilities out of its own funds;
- vii. Observe all company formalities;
- viii. Maintain an arm's-length relationship with its affiliates and stockholders;
- ix. Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- x. Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligation of others;
- xi. Not acquire obligations or securities of its stockholders;
- xii. Allocate fairly and reasonably any overhead for shared office space;
- xiii. Use separate stationery, invoices and checks, unless it is acting on behalf of the Limited Liability Company;
- xiv. Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- xv. Hold itself out as a separate entity; and
- xvi. Correct any known misunderstanding regarding its separate identity and maintain adequate capital in light of its contemplated business operations.

ARTICLE XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation before issuance of any stock to the shareholders.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 17 day of July, 1998



Dean Vegosen

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I hereby certify that on this day personally came and appeared before me, the undersigned authority, Dean Vegosen, who is personally known to me, known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and express.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 17 day of July, 1998.



Notary Public



JEANNE APLINGTON
MY COMMISSION # CC483614 EXPIRES
August 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That WELP NASHVILLE CORPORATION, desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, has named Lewis,
Vegosen, Rosenbach, Silber & Dunkel, P.A., which is located at 10th
Floor, 500 South Australian Avenue, City of West Palm Beach, County
of Palm Beach, State of Florida (Attention: Dean Vegosen), as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

LEWIS, VEGOSEN, ROSENBACH, SILBER &
DUNKEL, P.A.

By:


Dean Vegosen