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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 10 PM 3:19

July 27, 1998

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*****78.75 *****78.75

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

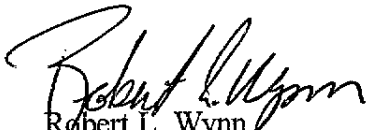
Dear Sir/Madam:

We respectfully request approval from the Secretary of State for the attached ARTICLES OF INCORPORATION. Attached is a check for \$78.75 which represents payment for filing fee, designation of registered agent and certificate under seal.

If you are in need of additional information concerning the request or if you need to contact someone in the organization, please write or call (9:00AM - 5:00PM, Monday - Friday) Mr. Robert L. Wynn at the address and telephone number as listed below.

We thank you for your assistance in this matter.

Sincerely,



Robert L. Wynn
171 N.W. 37th Street - Office
Miami, FL 33127
Telephone: (305)576-5443

ARTICLES OF INCORPORATION

OF

ABC VILLAS, INC.

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The undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be ABC VILLAS, INC., and its principal place of business shall be 1231 Northwest 88th Street, Miami, Florida 33147 and any other location that the Board of Directors may deem appropriate.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is to carry on any kind or type of business activity permitted under the laws of the State of Florida and Federal Statutes, as amended.

ARTICLE III

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is Twenty Five Hundred Shares (2,500) of common stock of the par value of \$1.00 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor or services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner provided by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of five hundred dollars (\$500).

ARTICLE V

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of these articles of incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will be managed by a Board of Directors numbering at least one (1). The name and address of the individual who is to serve as director, until new director is elected at the first shareholders meeting is as follows:

NAME

ADDRESS

David Cobb
President/Secretary

1231 N.W. 88th Street
Miami, Florida 33147

ARTICLE VII

OFFICERS

The name and address of the individual who will serve as the initial officer of the corporation until new director is appointed at the first meeting of the shareholders, is as follows:

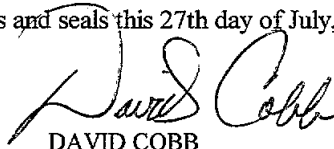
NAME

ADDRESS

David Cobb

1231 N.W. 88th Street
Miami, Florida 33147

We, the undersigned, being the original subscribers to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these articles and certify that the facts stated herein are true, and have hereunto set our hands and seals this 27th day of July, 1998.


DAVID COBB

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BE IT REMEMBERED that on this 27th day of July, 1998, personally came before me, a notary public of the State of Florida, the party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said articles to be the acts and deeds of the signers, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.

Robert L. Wynn
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission expires:



ROBERT L. WYNN
Comm. No. CC 643321
My Comm. Exp. May 4, 2001
Bonded thru Pichard Ins. Agcy.

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

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

That ABC Villas, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade and State of Florida, has named DAVID COBB, 1231 Northwest 88th Street, Miami, Florida 33147, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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


REGISTERED AGENT