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KENNETH R. DREYFUSS

OF COUNSEL
ROBERT E. DADY, P.A.

P98000086865

October 6, 1998

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

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-10/08/98--01033--010
****122.50 *****78.75

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation of Union Lakes, Inc., together with our check in the amount of \$122.50, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,

Ronald R. Fieldstone

RRF\cs

Encl.

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DIVISION OF CORPORATIONS
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R. Putnam OCT - 9 1998

ARTICLES OF INCORPORATION

OF

UNION LAKES, INC.

ARTICLE I - NAME

The name of this corporation is Union Lakes, Inc.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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.

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**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

4525 Sabal Palm Road
Miami, Florida 33137

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

**ARTICLE VII - INITIAL
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Moises Egozi	4525 Sabal Palm Road Miami, Florida 33137

ARTICLE VIII - INCORPORATOR

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

Name	Address
Moises Egozi	4525 Sabal Palm Road Miami, Florida 33137

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of OCTOBER, 1998.



Moises Egozi
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

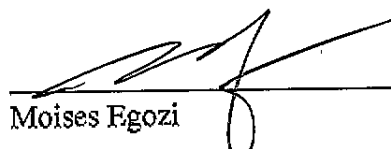
1. The name of the corporation is:

Union Lakes, Inc.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131

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Moises Egozi

Title: Incorporator

Date: OCTOBER 1, 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Ronald R. Fieldstone

Date: OCTOBER 1, 1998.