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October 28, 1998

VIA FEDERAL EXPRESS

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*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Holding Commercial Partners, Inc.

Gentlemen:

Enclosed is our firm's check in the amount of \$70.00 for filing the Articles of Incorporation for the above-referenced corporation.

Please send us a receipt acknowledging the filing of these Articles together with a conformed copy of the filed Articles of Incorporation.

Very truly yours,

ROGERS, MORRIS & ZIEGLER


Robert E. Ziegler

REZ:mt
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 2:34

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ARTICLES OF INCORPORATION
OF
HOLDING COMMERCIAL PARTNERS, INC.

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Article I - Name

The name of this corporation is: HOLDING COMMERCIAL PARTNERS, INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Article V - Principal Office

The principal office of this corporation is located at: One East Broward Boulevard, Suite 802, Fort Lauderdale, Florida 33301.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1401 East Broward Boulevard, Suite 300, Victoria Park Centre, Fort Lauderdale, Florida 33301; and the name of the initial registered agent of this corporation at that address is ROBERT E. ZIEGLER.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The

Director initially shall be:

<u>Name</u>	<u>Address</u>
ROBERT E. ZIEGLER	1401 East Broward Boulevard Suite 300 Fort Lauderdale, FL 33301

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: ROBERT E. ZIEGLER, 1401 East Broward Boulevard, Suite 300, Fort Lauderdale, Florida 33301.

Article IX - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of October, 1998.


ROBERT E. ZIEGLER

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HOLDING COMMERCIAL PARTNERS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 28th day of October, 1998.


Registered Agent

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