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**Admitted to Florida, New York and D.C. Bars

March 9, 1999

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

EFFECTIVE DATE
3-3-99

200002802192--9
-03/11/99-01044--019
****490.00 *****78.75

Re: THP1 Corporation; THP2 Corporation; THP3 Corporation; and THP4 Corporation

To Whom It May Concern:

Enclosed is an original and one copy of the Articles of Incorporation for each of the above referenced companies. Also enclosed is this firm's check in the amount of \$490.00 representing \$122.50 per company.

Please file the Articles of Incorporation, and return a certified copy in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

GREENBERG & SCHILIAN, P.A.

Jeffrey L. Greenberg

FILED
99 MAR 10 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JLG/
Enclosures

EFFECTIVE DATE

3-3-99

ARTICLES OF INCORPORATION
OF
THP1 CORPORATION

FILED
99 MAR 10 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is THP1 CORPORATION.

SECOND: The principal office or mailing address of the Corporation is 2450 Hollywood Boulevard, Suite 503, Hollywood, Florida 33020.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

David M. Reich
c/o Triad Housing Partners, LLC
2450 Hollywood Boulevard
Suite 503
Hollywood, Florida 33020

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation
on March 3, 1999, in Hollywood, State of Florida.

David Reich

David M. Reich
INCORPORATOR

STATE OF FLORIDA)
)ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 3^d day of March,
1999, by David M. Reich, who is personally known to me or who has
produced _____ (type of identification) as identification and who
did/did not take an oath.

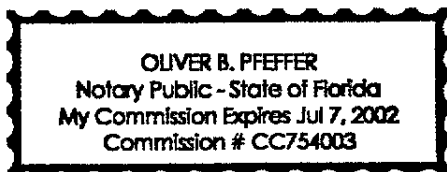
OFFICIAL NOTARIAL SEAL:

Oliver B. Pfeffer
Notary Public

(type, print, or stamp name)

My Commission Expires:

Commission No.: _____




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), 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 THP1 CORPORATION
2. The name and address of the registered agent and office is:

David M. Reich
c/o Triad Housing Partners
2450 Hollywood Boulevard
Suite 503
Hollywood, Florida 33020



David M. Reich
INCORPORATOR

Date: March 3, 1999

FILED
99 MAR 10 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Signature of Registered Agent

Date: March 3, 1999