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March 19, 1999

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN COLORADO

VIA FEDERAL EXPRESS

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

OF COUNSEL
DAVID I. WEISS

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

**RE: INCORPORATION OF TROPICANA APARTMENT RENTALS,
CORP.**

Gentlemen:

I am enclosing herewith two (2) original Articles of Incorporation for Tropicana Apartment Rentals, Corp., together with my firm's check in the amount \$78.75 made payable to the Florida Department of State.

Please have this corporation filed as a new Florida for profit corporation. I am also enclosing herewith a self-addressed stamped envelope and would ask that you return my stamped copy to me once the corporation is filed.

Should you have any questions or problems, please do not hesitate to contact me.

Very truly yours,


Kenneth D. Baxter

KDB/lal

Enclosure(s)

FILED
99 MAR 22 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER MAR 24 1999

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WEST PALM BEACH, FL 33401
(561) 859-4020

W99-6937

**ARTICLES OF INCORPORATION OF
TROPICANA APARTMENT RENTALS CORP.**

FILED
99 MAR 22 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **TROPICANA APARTMENT RENTALS CORP.**, having its principal office located at: 6770 S.W. 106 Place, Miami, Florida 33173.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

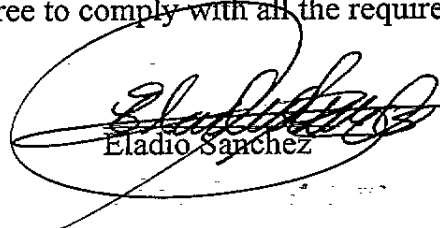
There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: ELADIO SANCHEZ
REGISTERED OFFICE: 6770 S.W. 106 PLACE
MIAMI, FLORIDA 33173

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.


Eladio Sanchez

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

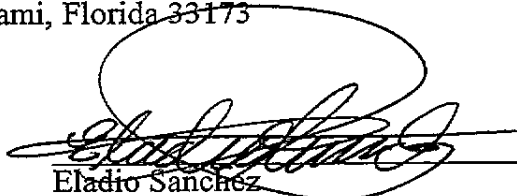
The name and address of the members of the initial Board of Directors is:

ELADIO SANCHEZ
6770 S.W. 106 Place
Miami, Florida 33173

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

ELADIO SANCHEZ
6770 S.W. 106 Place
Miami, Florida 33173


Eladio Sanchez

FILED
99 MAR 22 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared Eladio Sanchez, who [] presented _____ as identification or who [] is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 18 day of FEB, 1999.



Notary Public

