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April 1, 1999

P99000034359

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

Dear Sir:

Enclosed please find check in the amount of \$78.75
together with original and one copy of Articles of
Incorporation for the following corporation:

BISCAYNE BAY VILLAS, INC.

300002836759--8

-04/12/99--01130--012

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

Please send certified copy of same to the undersigned.

Sincerely,

RICHARD J. HAYS, P.A.

Richard J. Hays
Richard J. Hays

RJH:cbs/encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 12 PM 4:18

FILED

SHARON

APR 14 1999

ARTICLES OF INCORPORATION
OF

BISCAYNE BAY VILLAS, INC.

FILED
99 APR 12 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BISCAYNE BAY VILLAS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

701 NE 67th Street
Miami, FL 33138

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$10.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JAMES ANDERSON
701 NE 67 St.
Miami, FL 33138

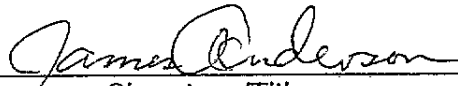
ARTICLE V INCORPORATOR(S)

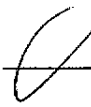
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JAMES ANDERSON, President
701 NE 67 St.
Miami, FL 33138

The undersigned has(have) executed these Articles of Incorporation this

1st day of April, 19 99.



Signature/Title
JAMES ANDERSON, President


Signature/Title

Signature/Title

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: _____

BISCAYNE BAY VILLAS, INC.

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

JAMES ANDERSON

(NAME)

701 NE 67 St.

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33138

(CITY/STATE/ZIP)

SIGNATURE _____

James Anderson
(corporate officer)

TITLE _____

JAMES ANDERSON, President

DATE _____

4/1/99

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.

SIGNATURE _____

James Anderson
JAMES ANDERSON

DATE _____

4/1/99

REGISTERED AGENT FILING FEE: \$35.00

FILED
99 APR 12 PM 4:18
TALLAHASSEE, FLORIDA