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LAW OFFICES OF

BRUCE J. GOLDMAN

City National Bank Building
Suite 404
2701 Le Jeune Road
Coral Gables, Florida 33134
Tel. (305) 446-6460
Fax (305) 446-7502

July 16, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

700002934847--4

-07/19/99--01092--016

****122.50 ****78.75

Re: Jaffe of Cypress, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Jaffe of Cypress, Inc. Enclosed, as well, is our \$122.50 check for the following:

Registered Agent Designation	\$35.00
Filing Fees	\$35.00
Certified Copy	\$52.50
	\$122.50

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you for your cooperation.

Sincerely yours,



Bruce J. Goldman

BJG/mv
Enclosures
cc: Mr. Gary Kaminsky (with enclosures)

FILED
99 JUL 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. BROWN JUL 26 1999

ARTICLES OF INCORPORATION
OF
JAFFE OF CYPRESS, INC.

FILED
99 JUL 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is Jaffe of Cypress, Inc.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities:

To acquire from Ortner & Singer Realty, Inc., those certain parcels of real property, together with all improvements located thereon, in the City of Fort Lauderdale, State of Florida, commonly known as 6300-6350 Powerline Road, Fort Lauderdale, Florida, (the "Premises").

To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge, and otherwise deal with the Premises, including but not limited to borrowing Four Million and 00/100 Dollars (\$4,000,000.00) (the "Loan Amount") from GE Capital Access (together with its successors and assigns, the "Lender"), to be evidenced by a secured promissory note whereby the Corporation promises to pay Lender the Loan Amount together with all accrued and unpaid interest thereon and all other obligations and liabilities due or to become due to Lender pursuant to the documents, instruments, and agreements executed and delivered by the Corporation in connection with such loan (collectively, the "Loan Documents") and all other amounts, sums, and expenses paid by or payable to Lender pursuant to all such documents (collectively, the "Indebtedness").

To exercise all powers enumerated in the Florida General Corporation Act necessary or convenient to the conduct, promotion, or attainment of the business or purposes otherwise set forth herein.

Notwithstanding anything to the contrary set forth in the three (3) preceding paragraphs, from its formation and thereafter until the Indebtedness is paid in full, the Corporation will continue to (i) be organized solely for the purposes of owning the Premises, (ii) not engage in any business unrelated to the ownership of the Premises, and (iii) not have any assets other than those related to the Premises.

Notwithstanding anything contained herein to the contrary, from its formation and thereafter until the Indebtedness is paid in full, the Corporation: (i) will not materially amend its articles of incorporation or the Corporation's bylaws without first obtaining approval of the Lender; (ii) has not and will not engage in, seek, or consent to any dissolution, winding up, liquidation, consolidation, or merger, and, except as otherwise expressly permitted by the Loan Documents, has not and will not engage in, seek, or consent to any asset sale or transfer of shareholder interests; (iii) without the unanimous consent of all the directors has not and will not with respect to itself or, if applicable, to any other corporation, limited partnership, limited liability company, or trust (each, an "Entity") in which it has a direct or indirect legal or beneficial ownership interest (a) file a bankruptcy, insolvency, or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally; (b) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian, or any similar official for such Entity or all or any portion of such Entity's properties; (c) make any assignment for the benefit of such Entity's creditors; or (d) take any action that might cause such Entity to become insolvent; (iv) has and will not have indebtedness other than the Indebtedness and unsecured trade payables in the ordinary course of business relating to the ownership and operation of the Premises which (1) do not exceed, at any time, a maximum amount of one percent (1%) of the Loan Amount and (2) are paid within thirty (30) days of the date incurred; (v) has not and will not assume or guarantee or become obligated for the debts of any other person or Entity or hold out its credit as being available to satisfy the obligations of any other person or Entity except for the Indebtedness; (vi) has not and will not pledge its assets for the benefit of any other person or Entity; and (vii) has not made and will not make loans to any person or Entity.

Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Premises (including, without limitation, the mortgage securing the Indebtedness), and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

Notwithstanding anything contained herein to the contrary, in order to preserve and ensure its separate and distinct corporate identity, the Corporation, from its formation and thereafter until the Indebtedness is paid in full (i) has not and will not fail to correct any known misunderstanding regarding the separate identity of the Corporation, (ii) has maintained and will maintain its accounts, books, and records separate from any other person or Entity, (iii) has maintained and will maintain its books, records, resolutions, and agreements as official records, (iv) has not commingled and will not commingle its funds or assets with those of any other person or Entity, (v) has held and will hold its assets in its own name, (vi) has conducted and will conduct its business in its name, (vii) has maintained and will maintain its financial statements, accounting records, and other Entity documents separate from any other person or Entity, (viii) has paid and will pay its own liabilities out of its own funds and assets, (ix) has observed and will observe all corporate formalities, (x) has maintained and will maintain an arms-length relationship with any person or Entity directly or indirectly controlling, controlled by, or under common control with the Corporation or any person or Entity owning a material interest in the Corporation, either directly or indirectly, (collectively, the "Affiliates"), (xi) has not acquired and will not acquire obligations or securities of its beneficial owners or shareholders, (xii) has allocated and will allocate fairly and reasonably shared expenses, including, without limitation, shared office space, and will use separate stationery, invoices, and checks, (xiii) has held and identified itself and will hold itself out and identify itself as a separate and distinct Entity under its own name and not as a division or part of any other person or Entity, (xiv) has not and will not identify its shareholders or any Affiliates as a division or part of it, (xv) has not entered and will not enter into or be a party to any transaction with its shareholders or its Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are not less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party, (xvi) has paid and will pay the salaries of its own employees from its own funds, and (xvii) has maintained and will maintain adequate capital in light of its contemplated business operations.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

City National Bank Building
2701 Le Jeune Road, Suite 404
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Bruce J. Goldman

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

10081 Pines Boulevard, Suite A
Pembroke Pines, Florida 33024

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the two members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
NORMAN S. JAFFE	10081 Pines Boulevard, Ste. A Pembroke Pines, Florida 33024
ANN L. JAFFE	10081 Pines Boulevard, Ste. A Pembroke Pines, Florida 33024

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce J. Goldman	City National Bank Building 2701 Le Jeune Road, Suite 404 Coral Gables, Florida 33134

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of July 1999.



BRUCE J. GOLDMAN

0716A01.JAF

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 JUL 19 PM 1:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

JAFFE OF CYPRESS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF

PEMBROKE PINES, STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED BRUCE J. GOLDMAN, LOCATED AT
(NAME OF REGISTERED AGENT)

CITY NATIONAL BANK BUILDING, 2701 LE JEUNE ROAD, STE. 404,
(STREET ADDRESS AND NAME OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

SIGNATURE


BRUCE J. GOLDMAN

TITLE


INCORPORATOR
(CORPORATE OFFICER)

DATE

7/16/99

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.

SIGNATURE


BRUCE J. GOLDMAN, REGISTERED AGENT

DATE

7/16/99