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Please Reply to: Miami

P990000075882
August 19, 1999

VIA FEDERAL EXPRESS

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

Re: Formation of SAS Apartments, Inc. and SAS Apartments, Ltd.

Gentlemen:

700002965687--6
-08/20/99--01068--020
*****87.50 *****87.50

Enclosed are the following items with regard to the above matter:

1. Original and one copy of the Articles of Incorporation of SAS Apartments, Inc., along with a check in the amount of \$87.50 representing the Filing Fee and Designation of Registered Agent (\$70), the Certified Copy fee (\$8.75) and the Certificate of Status fee (\$8.75)
2. Original and one copy of the Certificate of Limited Partnership of SAS Apartments, Ltd. and Affidavit of Capital Contributions, along with a check in the amount of \$148.75 representing the required fees for the amount contributed (\$52.50), the designation of a registered agent (\$35.00), the certified copy (\$52.50) and the certificate under seal fee (\$8.75).

For your information, SAS Apartments, Inc. is the general partner of SAS Apartments, Ltd.

Kindly return the certificate copies and certificates to me in the Federal Express envelope provided herein for your convenience.

Please do not hesitate to call me with any questions or comments you may have.

Sincerely,

Linda C. Mayol
Linda C. Mayol

LCM/sr

Enclosures

8/19/99\USR\LCM\SPIELMAN\SAS-APTS\SEC-STAT.WPD

8/25/99
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAS APARTMENTS, INC.**

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

ARTICLE I NAME

The name of the corporation shall be:

SAS Apartments, Inc.

ARTICLE II PRINCIPAL OFFICE

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

9200 South Dadeland Boulevard
Suite 500
Miami, Florida, 33156

ARTICLE III SHARES

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

100 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are as follows:

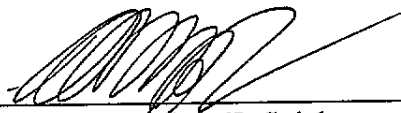
Key Corporate Services, Inc.
200 South Biscayne Boulevard
20th Floor
Miami, Florida, 33131

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Robert E. Spielman
9200 South Dadeland Boulevard
Suite 500
Miami, Florida, 33156



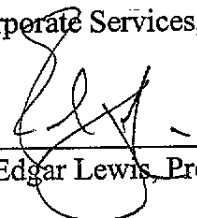
Robert E. Spielman

8/19/99

Date

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.

Key Corporate Services, Inc.

By: 

Edgar Lewis, President

8/19/99

Date

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TALLAHASSEE, FLORIDA