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SHERWOOD SPENCER (1996)
ROBERT B. BUTLER (1997)
W. TINSLEY ELLIS (RETIRED)
WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

ROBERT P. CHARBONNEAU
JOHN C. PRIMEAU
DAVID A. MERCER

4BOARD CERTIFIED REAL ESTATE

FILED
99 SEP -2 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 1, 1999

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings

Via Federal Express

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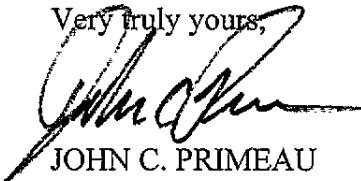
Re: Mary Lou Apartments, Inc.

Dear New Filings Department:

In connection with the above matter, please find enclosed an original and one (1) copy of articles of incorporation for filing with your office. Also enclosed is a check payable to Secretary of State in the amount of \$78.75 for filing of the articles of incorporation and issuance of certificate of good standing. Once the articles of incorporation have been filed, please forward the certificate of good standing to my office.

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

Very truly yours,


JOHN C. PRIMEAU

Enclosures

cc: William S. Spencer, Esq.
Mark F. Butler, Esq.

**ARTICLES OF INCORPORATION OF
MARY LOU APARTMENTS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I: Name

The name of the corporation shall be Mary Lou Apartments, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 4601 Sheridan Street, Suite 505, Hollywood, FL 33021.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation; but is intended to, without limitation, engage in research and product development.

Article IV: Shares

This corporation is authorized to issue a total of 1,000 shares of common stock.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Mark F. Butler
Ellis, Spencer & Butler
4601 Sheridan Street, Suite 505
Hollywood, FL 33021

Article VI: Term of Existence

This corporation is to exist perpetually.

Article VII: Officers

The names and street address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Name and Address

Title

Mark F. Butler
c/o Ellis Spencer & Butler
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

President

William S. Spencer
c/o Ellis Spencer & Butler
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

Vice President, Secretary and Treasurer

Article VIII: Incorporators

The name and street address of the incorporator to these Articles of
Incorporation is:

Mark F. Butler
Ellis, Spencer & Butler
4601 Sheridan Street, Suite 505
Hollywood, FL 33021

The undersigned incorporator has executed these Articles of Incorporation this 1st
day of SEPTEMBER, 1999.



MARK F. BUTLER

CERTIFICATE OF DESIGNATION OF THE REGISTERED AGENT
AND REGISTERED OFFICE OF
MARY LOU APARTMENTS, INC.

Pursuant to the provisions of §607.0501, Florida Statutes, Mary Lou Apartments, Inc., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name and address of the registered agent and office for the corporation is:

Mark F. Butler
Ellis, Spencer & Butler
4601 Sheridan Street, Suite 505
Hollywood, FL 33021

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for Mary Lou Apartments, Inc., 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.

Dated this 4th day of SEPTEMBER, 1997.

BY: _____

MARK F. BUTLER

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