FILINGS, INC. TERESA RO	MAN		
(Requestor's Name 2805 LITTLE DEAL ROAD)		
(Address)	385-6735		
TALLAHASSEE, FLORIDA 323 (City, State, Zip)	(Phone #)	OFFICE USE ONLY	<u> </u>
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(Corporation Name)		(Document #)	55 5
3.			Scott N III
(Corporation Name)		(Document #)	
4. (Corporation	on Name)	(Document #)	
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Mail out W	ill wait Photocopy	Certificate of S	Status
NEW FILINGS	AMENDMENTS		TAL TAL
Profit	Amendment		99 NOV
NonProfit	Resignation of R.A., Officer,	/Director	NAME OF THE PARTY
Limited Liability	Change of Registered Agent	L .	SER 2
Domestication	Dissolution/Withdrawal		CO R III
Other	Merger		STAT
OTHER FILINGS	REGISTRATION/		Offi A
Annual Report	QUALIFICATION		
Fictitious Name	Foreign		
Name Reservation	Limited Partnership	Limited Partnership	
realite reservation	Reinstatement		7 BROWN NOV 1 2 1999
	Trademark		1 2 1999

Examiner's Initials

CR2E031(10/92)

Other

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Arbours at Ft. Lauderdale, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 400 S.E. 8th Street
Fort Lauderdale, Florida 33316

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of \$.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

John DeLeo
400 S.E. 8th Street
Fort Lauderdale, Florida 33316
Jeffrey Dillon
400 S.E. 8th Street
Fort Lauderdale, Florida 33316
Phil Bloom
400 S.E. 8th Street
Fort Lauderdale, Florida 33316
Clinton E. Lovell
400 S.E. 8th Street
Fort Lauderdale, Florida 33316

ARTICLE VII - INCORPORATOR

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

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: November 12, 1999

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

99 NOV 12 PM 3:32
TALLAHASSEE.FLORIS.

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Arbours at Ft. Lauderdale, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: November 12, 1999

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. I further agree to comply with the provisions of all Statutes relative 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: November 12, 1999

Filings, Inc. by Teresa Roman, Vice-President

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