STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION

The undersigned Incorporator, desiring to form a corporation under pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Oceana Apartments, Inc.

2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle Zip Code 19801. The name of the Registered Agent at such address upon whom process against this corporation may be served is The Corporation Trust Company.

3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total amount of stock this corporation is authorized to issue is 100,000 shares (number of authorized shares) with a par value of $1.00 per share.

5. The name and mailing address of the incorporator are as follows:

   Name: Robert P. Friedman, Esq.
   Mailing Address: 827 Moraga Drive
                   Bel Air, California Zip Code 90049

   By: [Signature]
   Incorporator

   Name: Robert P. Friedman, Esq.
   Print or Type