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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**TERRAVERDE 12 CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
TERRAVERDE 12 CONDOMINIUM ASSOCIATION, INC.**

A NON-PROFIT CORPORATION

The undersigned, for the purpose of forming a non-profit corporation in accordance with the laws of the State of Florida, acknowledges and files these Articles of Incorporation in the office of the Secretary of State of Florida.

ARTICLE I

The name of this corporation shall be TERRAVERDE 12 CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as to as the "Association". The mailing address of the corporation shall be: 6075 S.W. 72nd Street, Fourth Floor, Miami, Florida 33143.

ARTICLE II

The location of its initial registered office in the State of Florida is 6075 S.W. 72nd Street, Fourth Floor, Miami, Florida 33143, but it shall have the power to establish and maintain branch offices at such cities and towns in the State of Florida as said corporation may from time to time determine. The name of its initial registered agent at said address is Reynaldo F. Mayor, 6075 S.W. 72nd Street, Fourth Floor, Miami, Florida 33143.

ARTICLE III

PURPOSES AND POWERS

The purposes for which this corporation is formed and the powers of this corporation are as follows:

A. To establish and collect assessments from the unit owners and members for the purpose of operating, maintaining, repairing, improving, reconstructing and administering the condominium property and common elements of Terraverde 12, A Condominium.

Mirta M. Iglesias-Thomas
SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134
(305) 442-3334

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B. To carry out the duties and obligations and receive the benefits given the Association by the "Declaration of Condominium" of Terraverde 12, A Condominium.

C. To establish By-Laws for the operation of the condominium property; to provide for the form of administration of the Association and rules and regulations for governing same; and to enforce the provisions of the Condominium Act, the Condominium Declaration, these Articles, and the By-Laws of the Association and the rules and regulations of the Association.

D. To contract for the management of the Condominium and to delegate to any part with whom such contract may be entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

E. To lease recreation facilities and common elements.

F. To have all of the common law and statutory corporate powers permitted under Florida Law not in conflict with these Articles, including, the capacity to contract, bring suit and be sued, and those provided by the "Condominium Act of the State of Florida" and the Condominium Declaration of Terraverde 12, A Condominium. No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

ARTICLE IV

MEMBERS

Section 1. All unit owners of a condominium parcel in Terraverde 12, A Condominium shall automatically be members, and their memberships shall automatically terminate when they are no longer owners of a unit. If a member should sell his unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

Section 2. The owner of each units shall have one vote in all meetings, elections or deliberations of the Association, in accordance with the procedures prescribed in the By-Laws.

Section 3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

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ARTICLE V

EXISTENCE

The corporation shall have perpetual existence.

Article VI

Subscriber

The names and addresses of the subscriber is as follows:

Reynaldo F. Mayor

6075 S.W. 72nd Street, 4th Floor
Miami, Florida 33143

ARTICLE VII

DIRECTORS

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors composed not of less than three (3) persons.

Section 2. Directors shall be elected by the members in accordance with the By-Laws at the regular annual meeting of the membership of the corporation, in the manner set out the By-Laws. Directors shall be elected to serve for a term of one year. In the event of a vacancy, the remaining directors may appoint a successor director to serve the balance of the vacated term.

Section 3. All officers shall be elected by the Board of Directors in accordance with the By-Laws. The Board of Directors shall elect from among the members a President, Secretary, Treasurer and other such officers as it shall deem advisable, consistent with the By-Laws.

ARTICLE VIII

OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the officers who shall serve until the first election are as follows:

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Reynaldo F. Mayor/President

6075 S.W. 72nd Street, 4th Floor
Miami, Florida 33143

Alan Waltman/Secretary

6075 S.W. 72nd Street, 4th Floor
Miami, Florida 33143

ARTICLE IX

FIRST BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors, and shall hold office and serve until their successors are elected or appointed. The first Board of Directors need not be members of the Association.

Reynaldo F. Mayor/President

6075 S.W. 72nd Street, 4th Floor
Miami, Florida 33143

Alan Waltman/Secretary

6075 S.W. 72nd Street, 4th Floor
Miami, Florida 33143

Melissa Mayor

6075 S.W. 72nd Street, 4th Floor
Miami, Florida 33143

ARTICLE X

BY-LAWS

The By-Laws of this corporation shall be adopted by the first Board of Directors and attached to the Condominium Declaration to be filed in the Public Records of Lee County, Florida, which By-Laws may be altered, amended or rescinded at any duly called meeting of the members in the manner provided by the By-Laws.

ARTICLE XI

AMENDMENTS

Section 1. Proposals for amendments to these Articles of Incorporation may be made by a majority of the Board of Directors present at a duly noticed meeting of the Board or a majority of the voting members. Such proposals shall set forth the proposed amendment shall be in writing, filed by the Board of Directors or a majority of members, and delivered to the President, who shall thereupon call a Special meeting of the corporation not less than (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner

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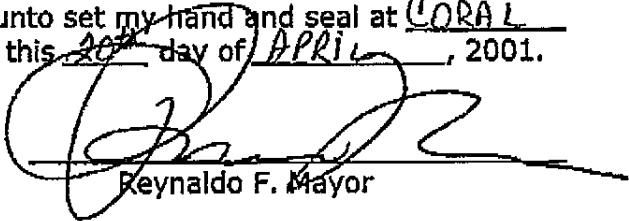
provided in the By-Laws. Such proposal shall be presented at an annual or special meeting of the members concerned in accordance with the provision of the By-Laws. In order for a proposed amendment to become effective it must be approved by a majority of the members present in person or by proxy at such annual or special meeting.

ARTICLE XII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer or he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at CORAL
Gables, Miami-Dade County, Florida, this 20th day of APRIL, 2001.

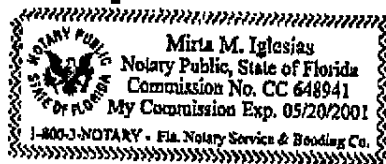

Reynaldo F. Mayor

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STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

BEFORE ME the undersigned authority, personally appeared Reynaldo F. Mayor, who after first being duly sworn, deposes and says that he is the person described in and who executed the foregoing ARTICLES OF INCORPORATION and that he executed the said ARTICLES OF INCORPORATION for the uses and purposes therein mentioned and contained.

[NOTARIAL SEAL]

Mirta M. Iglesias
 Notary Public, State of Florida
 Commission No.: CC 648941
 My Commission Expires: 5/20/2001

Acknowledgment

Having been named to accept service of process for the above-stated Association, at the place designated in this Certificate, REYNALDO MAYOR, hereby accepts the responsibility to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.

By: 

REYNALDO F. MAYOR

Dated this 20th day of APRIL, 2001.

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