

THE LAW FIRM OF

FRANK • WEINBERG • BLACK, P.L.

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STEVEN W. DEUTSCH
STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
BRUCE HURWITZ
RANDY J. NATHAN
JOSEPH ROSEN
MARC A. SILVERMAN
ROBERT T. SLATOFF
STEVEN A. WEINBERG

*Of Counsel

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Centrum Plaza Condominium Association, Inc.
Our File: 7546.002

500005621445--D
-05/28/02-01055-020
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
<hr/>	
Total Due	\$ 78.75

02 JUN 11 AM 9:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Please file the enclosed at your earliest convenience and provide a certified copy to the undersigned as soon as possible.

Thank you for your assistance in this matter.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.

Steven A. Weinberg / km

Steven A. Weinberg,
for the Firm

SAW/km

Encls.
div of corp.ltr1

SMITH JUN 11 2002

W02-15370
11

7805 S.W. 6TH COURT • PLANTATION, FL 33324
BROWARD (954) 474-8000 • FAX (954) 474-9850



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 28, 2002

FRANK WEINBERG BLACK P.L.
7805 SW 6 CT
PLANTATION, FL 33324

SUBJECT: CENTRUM PLAZA CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W02000015370

We have received your document for CENTRUM PLAZA CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 902A00034205

ARTICLES OF INCORPORATION
OF
CENTRUM PLAZA
CONDOMINIUM ASSOCIATION, INC.

FILED
SECRETARY OF CORPORATIONS
02 JUN 11 AM 9:40

I, the undersigned, hereby incorporating for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statute 617, et seq., do hereby adopt the following Articles of Incorporation and certify as follows:

ARTICLE I
Name

The name of the corporation shall be:

CENTRUM PLAZA
CONDOMINIUM ASSOCIATION, INC.

ARTICLE II
Purpose

The general purpose of this non-profit corporation is to be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 718, et seq., as amended from time to time) for the operation of CENTRUM PLAZA, a Condominium, created pursuant to the provisions of the Condominium Act; and as such Association, to operate and administer said Condominium and carry out the functions and duties of said Condominium as set forth in the Declaration of Condominium established for said Condominium.

ARTICLE III
Membership

Section 1. All persons who are Owners of Condominium Parcels within said Condominium shall automatically be Members of this Corporation. Such membership shall automatically terminate when such person is no longer the Owner of a Condominium Parcel. Membership in this Corporation shall be limited to such Condominium Parcel Owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed for said Condominium among the Public Records of Broward County, Florida.

Section 2. 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 the Unit for which that share is held.

Section 3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

Section 4. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE IV **Term of Existence**

This Corporation shall have perpetual existence.

ARTICLE V **Address of Incorporator**

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

<u>Name</u>	<u>Address</u>
Randolph A. McKean	6401 S.W. 87 th Avenue Suite 212 Miami, Florida 33173

ARTICLE VI **Officers**

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than two 3, nor more than five (5) members. Subject to the provisions contained in the By-laws, the directors subsequent to the first Board of Directors shall be elected at the annual meeting of the membership for a term of two (2) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of directors and for filling vacancies on the Board of Directors shall be established by the By-Laws.

Section 2. The initial officers of the Corporation shall be:

President	:	Randolph A. McKean
Vice-President	:	
Secretary/Treasurer	:	Kenneth A. Weston

who shall be elected from time-to-time in the manner set forth in the By-Laws adopted by the Corporation.

Section 3. The names and addresses of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and By-Laws are as follows:

Randolph A. McKean 6401 SW 87 th Avenue Suite 212 Miami, Florida 33173	President
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Kenneth A. Weston 7765 SW 87 th Avenue Suite 100 Miami, Florida 33173	Secretary/Treasurer
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ARTICLE VII
Board of Directors

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

Kenneth A. Weston
7765 SW 87th Avenue
Suite 100
Miami, Florida 33173

Randolph A. McKean
6401 SW 87th Avenue
Suite 212
Miami, Florida 33173

Helene Stein
6401 SW 87th Avenue
Suite 212
Miami, Florida 33173

ARTICLE VIII
By-Laws

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors, and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE IX
Amendment

Section 1. These Articles of Incorporation may be modified or amended at any duly convened meeting of the Members by the affirmative vote of a majority of the total votes of the Members present at a duly called meeting of the Unit Owners of the Association. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid.

Section 2. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

Section 3. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

Section 4. No amendment shall be made that is in conflict with the Act, the Declaration of the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this Section IX(4) shall be effective.

ARTICLE X
Powers

Section 1. This Corporation shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Condominium Act of the State of Florida, as may be amended from time to time.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles, the By-Laws and the Declaration,

and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of the Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.
- (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the

making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

- (i) To employ personnel to perform the services required for the proper operation of the Condominium.
- (j) To exercise all other powers and duties as may be set forth in the By-Laws and the Declaration.

ARTICLE XI **Distribution**

There shall be no dividends paid to any of the Members nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be either refunded to the Unit Owners or kept by the Association and applied against the Association's expenses for the following year as shall be determined by a vote of the Unit Owners, subject to approval by the Board of Directors of the Association. The Corporation may pay compensation in a reasonable amount to its Members, directors, and officers, and/or the Developer, its directors and officers and employees for services rendered, and may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its Members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Condominium and the transfer thereof, as well as the number and voting of Members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws.

ARTICLE XII **Principal Office**

The principal offices of the Corporation shall be located at 6401 S.W. 87th Avenue, Suite 212, Miami, Florida 33173, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time-to-time be designated by the Board of Directors.

ARTICLE XIII **Registered Agent**

The registered resident agent of the Corporation shall be Steven A. Weinberg, 7805 S.W. 6th Court, Plantation, Florida 33324, for the purpose of accepting service of process for the above stated Corporation.

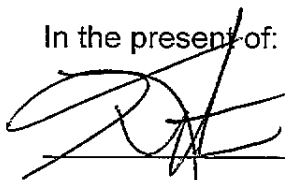
ARTICLE XIV
Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of non contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

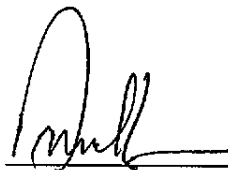
[SIGNATURES FOLLOW ON THE NEXT PAGE]

IN WITNESS WHEREOF, the incorporator hereof has hereunto set his hand and seal this 21 day of May, 2002.

In the presence of:



Steven A. Weinberg

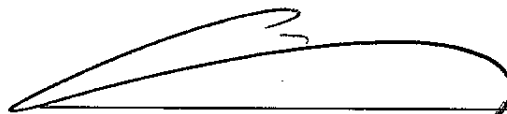


RANDOLPH A. McKEAN

(SEAL)

STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

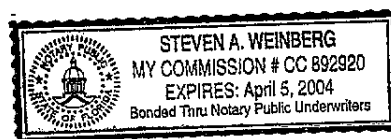
BEFORE ME, the undersigned authority on this 21 day of May, 2002, personally appeared RANDOLPH A. McKEAN, who, after being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of CENTRUM PLAZA CONDOMINIUM ASSOCIATION, INC., for the purposes therein expressed and is personally known to me.



NOTARY PUBLIC
State of Florida

Steven A. Weinberg

My Commission Expires:

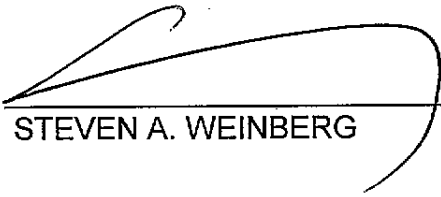


STATEMENT OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act.

That CENTRUM PLAZA CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pembroke Pines, Broward County, Florida has named STEVEN A. WEINBERG, located at 7805 S.W. 6th Court, Plantation, Florida 33324, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


STEVEN A. WEINBERG

Dated: May 21, 2002.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 11 AM 9:40