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BRUCE A. McALLISTER (OF COUNSEL)

March 15, 2004

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

RE: Village Professional Park Property Owners Association, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company, along with a check for \$70.00 to cover the filing fee and registered agent fee. Please file the original and return a stamped copy to me at your earliest convenience.

Sincerely,

ALLEY, MAASS, ROGERS
& LINDSAY, P.A.

BY:


LOUIS L. HAMBY III

LLH III/cr

Enc.

cc: William Wright
Richard Elliott

ARTICLES OF INCORPORATION
OF
VILLAGE PROFESSIONAL PARK
PROPERTY OWNERS ASSOCIATION, INC.

FILED
04 MAR 17 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, hereby executes and files these Articles of Incorporation.

I

The name of the corporation is VILLAGE PROFESSIONAL PARK PROPERTY OWNERS ASSOCIATION, INC. (the "Association") and its principal office and mailing address are c/o Colony Realty, Inc. 12230 Forest Hill Blvd., Suite 101, Wellington, FL 33414.

II

The term for which the Association is to exist is perpetual unless it is dissolved pursuant to any applicable provision of Florida Statutes. The Association shall commence to exist upon the execution and acknowledgment of these Articles of Incorporation provided they are filed with the Secretary of State within five (5) business days thereafter; otherwise, the Association shall commence to exist upon the filing of the Articles of Incorporation with the office of the Secretary of State, State of Florida.

III

The purposes for which the Association is organized are to serve as the property owners association for certain real property lying in Palm Beach County, Florida, and being more particularly described in a Declaration of Covenants, Conditions, Easements and Restrictions for Village Professional Park recorded or to be recorded in the public records of Palm Beach County, Florida (the "Declaration"), to carry out all functions and exercise all the powers of the Association specified or contemplated in the Declaration, and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out and enforce the provisions of the Declaration.

IV

The members of the Association shall be the record title holders of lots (as defined in the Declaration) which are included in the property which is subject to the Declaration. The manner of members' admission and membership rights shall be as stated in the Declaration and the Bylaws of the Association.

V

The initial registered office of the Association shall be at 321 Royal Poinciana Plaza, Palm Beach, FL 33480. The initial registered agent at such address is Louis L. Hamby III.

VI

The Association shall be governed by a Board of Directors consisting of not fewer than three (3) nor more than five (5) persons. The initial Board of Directors of the Association shall consist of three (3) persons unless changed by resolution as provided in the Bylaws. Provisions pertaining to voting rights and the election of directors are set forth in the Declaration and in the Bylaws of the Association.

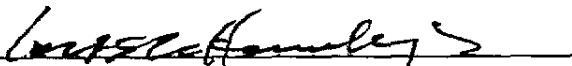
VII

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

Louis L. Hamby III
Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, FL 33480

VIII

The Association shall indemnify the incorporator and all officers and directors to the fullest extent permitted by Florida law.


LOUIS L. HAMBY III, Incorporator

FILED

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

04 MAR 17 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LOUIS L. HAMBY III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palm Beach, Florida, this 15th day of March, 2004.



Cynthia L. Rush
Notary Public Cynthia L. Rush

My Commission Expires:

Acceptance

The undersigned, Louis L. Hamby, III, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.

Louis L. Hamby III
Louis L. Hamby III