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May 23, 2002

Mr. Jay Kassees, Director
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

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-05/29/02--01043--008
****122.50 *****78.75

RE: HACIENDA DEL SOL II RENTAL ASSOCIATION, INC.

Dear Mr. McKinnon:

Enclosed please find for filing the below listed documents for the referenced corporation, along with the following fees:

ARTICLES OF INCORPORATION (with copy)
REGISTERED AGENT/OFFICE (with copy)

Filing Fee:	\$	35.00
Certified Copy:		52.50
Registered Agent:		35.00

TOTAL:	\$	122.50
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 29 AM 8:18

If you have any questions, please feel free to contact me.

Yours very truly,

JAMES M. KOSMAS, P.A.

BY: James M. Kosmas

JMK/FEZ
enclosures

F. CHESSEY MAY 30

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TALLAHASSEE, FLORIDA
02 MAY 29 AM 8:18

**ARTICLES OF INCORPORATION
OF
HACIENDA DEL SOL II RENTAL ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation (the "Corporation") is HACIENDA DEL SOL II RENTAL ASSOCIATION, INC.

ARTICLE II

The existence of the corporation shall be perpetual and begin on the date of filing these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 4301 South Atlantic Avenue, New Smyrna Beach, Florida, 32169.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred thousand (100,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 111 Live Oak Street, New Smyrna Beach, Florida, 32168. The initial registered agent for the Corporation at that address is JAMES M. KOSMAS.

ARTICLE VI

The initial board of directors shall consist of five (05) members. The names and address of the persons who will serve on the initial board of directors are:

NAME	ADDRESS
JOHN FINKAY	442 Wekiva Cove Road Longwood, Florida 32779
GEORGE GUADALUPE	4301 South Atlantic Avenue Unit 315 New Smyrna Beach, Florida 32169
CARL McNEAL	4301 South Atlantic Avenue Unit 410 New Smyrna Beach, Florida 32169
HELEN HARVEY	4301 South Atlantic Avenue Unit 104 New Smyrna Beach, Florida 32169
CLAYTON BLAKE	4301 South Atlantic Avenue Unit 506 New Smyrna Beach, Florida 32169

The number of directors may either be increased or decreased from time to time as set forth in the Bylaws.

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

NAME	ADDRESS
GEORGE GUADALUPE	4301 South Atlantic Avenue Unit 315 New Smyrna Beach, Florida 32169

ARTICLE VIII

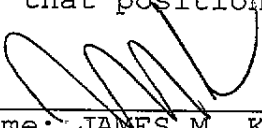
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23rd day of May, 2000.


Name: GEORGE GUADALUPE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HACIENDA DEL SOL II RENTAL ASSOCIATION, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 607.0501(3), Florida Statutes.



Name: JAMES M. KOSMAS

Date: May 23, 2002

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