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Account Number : 076424000767
Phone : (305) 442-3334
Fax Number : (305) 443-3292

FLORIDA NON-PROFIT CORPORATION

SHOPPES OF IL VILLAGGIO CONDOMINIUM ASSOCIATION, INC

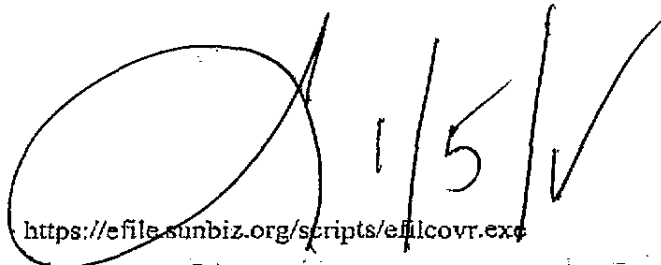
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
SHOPPES OF IL VILLAGGIO CONDOMINIUM ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SHOPPES OF IL VILLAGGIO CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association". The mailing address of the corporation shall be: 1451 Ocean Drive, Suite 104, Miami Beach, Florida 33139.

ARTICLE II

The location of its initial registered office in the State of Florida is 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134, 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 SKRLD, Inc.

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 SHOPPES OF IL VILLAGGIO, A CONDOMINIUM.

B. To carry out the duties and obligations and receive the benefits given the Association by the "Declaration of Condominium" of SHOPPES OF IL VILLAGGIO, A CONDOMINIUM.

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ARTICLE VI

SUBSCRIBER

The names and address of the subscriber is as follows:

Mirta Iglesias Thomas
Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

ARTICLE VII

DIRECTORS

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not 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 by 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:

President: MARCELLO BARNES
1451 Ocean Drive, Suite 104
Miami Beach, Florida 33139

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Vice President: ALEX GARCIA
1451 Ocean Drive, Suite 104
Miami Beach, Florida 33139

Secretary: LUIS A. ROMERO
1451 Ocean Drive, Suite 104
Miami Beach, Florida 33139

Treasurer: LUIS A. ROMERO
1451 Ocean Drive, Suite 104
Miami Beach, Florida 33139

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.

MARCELLO BARNES
ALEX GARCIA
LUIS A. ROMERO

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 Miami-Dade 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.

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ARTICLE XI**AMENDMENTS**

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 be made 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 provided in the By-Laws. Such proposal shall be presented at an annual or special meeting of the members 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 4TH day of JANUARY, 2005.


MIRTA IGLESIAS THOMAS


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

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





Notary Public, State of Florida
Print Name: Dian Hew
Commission No.: _____
My Commission Expires: _____

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Acknowledgment

Having been named to accept service of process for the above-stated Corporation, at the place designated in Article II of the Articles of Incorporation to which this Acknowledgment is attached, SKRLD. INC., hereby accepts the responsibility to act in this capacity and agrees to comply with the provisions of Florida law relative to receiving legal papers and government notices on behalf of the Corporation.

By: 

Name: OSCAR R RIVERA

Title: VICE PRESIDENT

Dated this 4TH day of JANUARY 2005.

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