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723510

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May 2, 2002

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Admiralty House, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for Admiralty House, Inc. Also enclosed is check no. 10313 in the amount of \$35.00 to cover the cost of filing, and a self-addressed stamped envelope for return of the recorded document to my attention.

Thank you for your attention to this matter.

700005462597--8
-05/06/02--01072--002
*****35.00 *****35.00

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosure (as stated)
184491_1.DOC

02 MAY - 6 AM 10:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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amend
restated

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Admiralty House, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 19th day of February, 2002.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

ADMIRALTY HOUSE, INC.

Janice C. Sweeney
Signature
JANICE C. SWEENEY
Printed Name

BY: [Signature]
John Gluckler, President

Date: 4/25/02

02 MAY -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

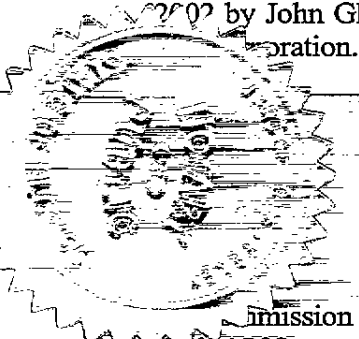
Charles L. Hart
Signature
CHARLES L. HART
Printed Name

(CORPORATE SEAL)

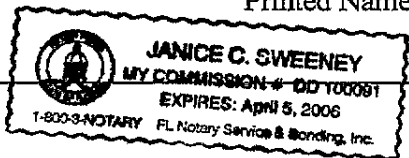
STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 25th day of April, 2002 by John Gluckler as President of Admiralty House, Inc., a Florida Corporation, on behalf of corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

Janice C. Sweeney
Notary Public
JANICE C. SWEENEY
Printed Name



Commission expires: _____



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

ADMIRALTY HOUSE, INC.

These are the Amended and Restated Articles of Incorporation for Admiralty House, Inc. originally filed with the Florida Department of State the 25th day of May 1972, under Charter Number 723510. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2001).

1. NAME: The name of the Corporation is ADMIRALTY HOUSE, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association", the Declaration of Condominium as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. NOT-FOR PROFIT: Said Corporation is incorporated as a Corporation not for profit under the provisions of Chapter 617, Florida Statutes (2001).

3. OFFICE: The principal office of the Association is: 140 Seaview Court, Marco Island, Collier County, Florida. The registered office address and the name of the registered agent of the Association shall be as determined by the Board of Directors from time to time.

4. PURPOSE: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Collier County, Florida, and known as Admiralty House, Inc. (the "condominium").

5. MEMBERS: The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who were members at the time of the termination and their successors and assigns.

5.1 Assignment. 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.

5.2 Voting. 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 Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

6. TERM: The Association shall have perpetual existence.

7. OFFICERS:

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. BOARD OF DIRECTORS:

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS: The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

10. AMENDMENTS TO ARTICLES OF INCORPORATION: These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the entire voting interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be

Amended and Restated Articles of Incorporation

Page 2 of 4

inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER...FOR PRESENT TEXT."

10.3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of seventy-five percent (75%) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of seventy-five percent (75%) of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Collier County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2001) Chapter 617, Florida Statutes (2001) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2001), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7. Proviso. Provided, however, that no amendment shall change the configuration of any unit or the share in the common elements appurtenant to it, or increase the owner's share of the common expenses, unless the record owner of the unit concerned and all record owners of the mortgages on such apartment shall join in the execution of the amendment, and all other unit owners approve the amendment.

11. NON-STOCK CORPORATION: This Association shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

12. TERMINATION: In the event of termination of said condominium under the provisions of Chapter 718.117, Florida Statutes, (2001), or pursuant to the aforesaid Declaration of Condominium, the distributive share to each Unit Owner shall be determined in accordance with the provisions of the Declaration of Condominium.

Amended and Restated Articles of Incorporation

Page 3 of 4

13. POWERS AND DUTIES: The Association shall have all the powers set forth and described in Chapters 617 and 718, Florida Statutes, (2001), as amended from time to time, together with those powers conferred by the aforesaid Declaration of Condominium, these Articles, any and all lawful Bylaws of the Corporation, and any other applicable law, ordinance or statute.

14. CONSTRUCTION: When words or phrases relating to a condominium are used herein or in the Bylaws of the Association, the meaning thereof shall be determined by the definitions and constructions placed thereon by or under Chapter 718, Florida Statutes, (2001), as amended from time to time.

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