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PERSAUD & DECKER

ATTORNEYS AT LAW
A PARTNERSHIP, INCLUDING PROFESSIONAL ASSOCIATIONS

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OCT-9 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 5, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Valencia Garden Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Valencia Garden Condominium Association, Inc. to be filed with the Secretary of State. Also enclosed is this firm's check in the amount of \$78.75 for the filing fee and a certified copy of the same.

If you should have any questions, or need any further information, please do not hesitate to contact me.

Very truly yours,

PERSAUD & DECKER

Lissette Castro
Lissette Castro,

secretary to Samuel A. Persaud

Vc

Enclosures

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Lissette Castro GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal office address
DATE 10-10-00 at 11:55 am
LOS. EXAM J. Br...

10-10

ARTICLES OF INCORPORATION

OF

VALENCIA GARDEN CONDOMINIUM ASSOCIATION, INC.,

A FLORIDA CORPORATION NOT-FOR-PROFIT

The undersigned Subscribers associate themselves through these Articles in order to form a corporation not-for-profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is VALENCIA GARDEN CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II:

The period of duration for the Association is perpetual.

ARTICLE III:

The purpose of the Association is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718 of the Florida Statutes, to operate the condominium located in Dade County, Florida, and known as VALENCIA GARDEN CONDOMINIUM (the "Condominium").

ARTICLE IV:

All terms used in these Articles of Incorporation have the same meaning as designated in the Declaration of Condominium for VALENCIA GARDEN CONDOMINIUM, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE V:

The Association shall have all common-law and statutory powers permitted a corporation not-for-profit under Florida law which do not conflict with these Articles, the Declaration of Condominium, the Association By-Laws, or the Condominium Act. The Association shall also have

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those powers reasonably necessary to carry out its responsibilities for the operation of the Condominium in accordance with the Declaration of Condominium Act, which powers shall include, but shall not be limited to, the following:

5.1 To make and collect assessments against members for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

5.2 To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements of the Condominium property.

5.3 To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property or any property owned or leased by the Association for use by its members.

5.4 To acquire and pay for insurance on the Condominium property and for the protection of the Association and its members.

5.5 In the manner provided in the Association By-Laws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium for the benefit, health, safety, welfare and happiness of members.

5.6 To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of Units in the manner provided for in the Declaration of Condominium or the Association By-Laws.

5.7 To enforce through legal means the Condominium Act, the Declaration of Condominium, the By-Laws of the Association, these Articles and any rule or regulation as contemplated by Section 5.5 of these Articles.

5.8 To contract for the management of the Condominium and delegate to a management entity which may be affiliated with the Developer, those powers and duties which are not specifically required by the Condominium Act to be retained by the Board of Directors, and also to contract for the management or operation of those portions of the Common Elements which are susceptible to such management or operation.

5.9 To hire employees to perform the services needed for the proper operation of the Condominium.

The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the Declaration of Condominium, the Association y-Laws, and these Articles. All funds and all titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for the Unit Owners in accordance with Declaration of Condominium, the Association By-Laws, and these Articles.

ARTICLE VI:

The qualification of the members of the Association, the manner of their admission to membership, termination of such membership, termination of such membership and voting by members shall be as follows:

6.1 The owners of all Units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership except as provided in Section 6.5 of this Article VI.

6.2 Membership shall be established by the acquisition of fee simple title to a Unit in the Condominium or by acquisition of a fee simple ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of his fee simple ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Units or who may own a fee simple ownership interest in two or more Units so long as such party shall retain title to at least one Unit.

6.3 The interest 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 his Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes

authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.

6.4 On all matters on which the membership shall be entitled to vote, there shall be only one vote cast for each Unit in the Condominium, which vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the By-Laws hereafter adopted by the Association. Should any member own more than one Unit, such member shall be entitled to exercise or cast as many votes as he owns Units in the manner provided by the By-Laws.

6.5 Until such time as the Property and the improvements thereon are submitted to the Condominium Act by the recordation of the Declaration, the membership of the Association shall be comprised of the Subscriber shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE VII:

The business and affairs of the Association shall be managed by a Board of Directors consisting of the number of Director determined by the Association By-Laws, but in any event not less than three (3) Directors. Directors need not be members of the Association nor reside in the Condominium. The Board of Directors, its agents, contractors or employees shall exclusively exercise all of the powers of the Association existing under the Condominium Act, the Declaration of Condominium, the Association By-Laws, and these Articles, subject only to the approval of the Unit Owners when such approval is specifically required.

The Directors shall be elected at the annual meeting of the Association Members in the manner provided for by the Association By-Laws. Directors may be removed, and vacancies on the Board may be filled as provided for in the Association By-Laws. The members of the first Board of Directors and their replacements shall be appointed by the Developer. The members of the first Board of Directors shall serve terms as provided for in the Association By-Laws, and they or their replacements appointed by the Developer are permitted to elect Directors as provided by the Condominium Act, or at an earlier date at the discretion of the Developer as provided for in the

association By-Laws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected have qualified or until removed are as follows:

- a. Hugo Fontalvo
2582 W 56th Street, Suite 203
Hialeah, FL 33016
- b. Hilda Gusman
2582 W 56th Street, Suite 102
Hialeah, FL 33016
- c. Rosibel Martinez
2582 W 56th Street, Suite 205
Hialeah, FL 33016

ARTICLE VIII:

The affairs of the Association shall be administered by the officers provided for in the By-Laws. At the first meeting of the Board of Directors following the Association's annual meeting, the Board shall elect the officers who will thereafter serve at the pleasure of the Board. The officers who shall serve until such time as the Board of Directors appoints successors are as follows:

President:	Hugo Fontalvo
Secretary:	Hilda Gusman
Treasurer:	Rosibel Martinez

ARTICLE IX:

The Association shall indemnify directors, officers, members, employees, or agents of the Association against all expense and liabilities, including attorney's fees, costs, judgments, fines, and settlements, reasonably incurred or imposed as a result of any proceeding to which any director, officer, member, employee, or agent of the Association may have been a party or may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, unless the Board of Directors approves indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made and reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction

decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties.

ARTICLE X:

The first By-Laws of the Association shall be adopted by the Board of Directors. The By-Laws may be amended, altered or rescinded in any manner provided for in the By-Laws.

ARTICLE XI:

These Articles may be amended as provided for in this Article XI. Notice of the subject of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board of Directors or any member of the Association. Any Director or member of the Association not present in person or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Association at the meeting. Amendments may be approved by a two-thirds' vote of members of the Association represented at a meeting at which a quorum has been attained. No amendment shall change the qualifications for membership, voting or property rights for members, the Association's obligation under Article V of these Articles to exercise its powers in accordance with the Condominium Act, the Declaration of Condominium, the By-Laws, and these Articles, or its obligation under Article V concerning distribution of Association income and the holding of all funds and titles to properties acquired by the Association for the benefit of Unit Owners, without written approval by all members and the joinder of all record Owners of mortgages on Units. No amendment may be made with conflicts with the Declaration of Condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of state and be recorded in the Public Records of Dade County Florida.

ARTICLE XII: INCORPORATIONS

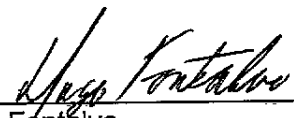
The names and addresses of the Subscribers to these Articles of Incorporation are:

- a. Hugo Fontalvo
2582 W 56th Street, Suite 203
Hialeah, FL 33016
- b. Hilda Gusman
2582 W 56th Street, Suite 102
Hialeah, FL 33016
- c. Rosibel Martinez
2582 W 56th Street, Suite 205
Hialeah, FL 33016


ARTICLE XIII: REGISTERED AGENT

The initial Registered Office of the Association shall be located at Suite 300 at 1450 Madruga Avenue, Coral Gables, FL 33146, and the initial Registered Agent at that address is: Samuel A. Persaud, Esq., PERSAUD & DECKER. Principal office address is 2500 NW 97th Ave., #200, Miami, FL 33172.

IN WITNESS WHEREOF, the undersigned Subscribers have affixed their signatures below in Miami, Florida on the 27 day of September, 2000.



Hugo Fontalvo
2582 W 56th Street, Suite 203
Hialeah, FL 33016



Hilda Gusman
2582 W 56th Street, Suite 102
Hialeah, FL 33016



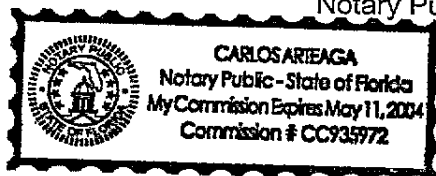
Rosibel Martinez
2582 W 56th Street, Suite 205
Hialeah, FL 33016

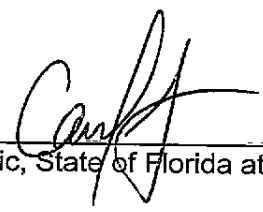
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was freely and voluntarily acknowledged before me by Hugo Fontalvo, who is well known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal at Dade County, Florida, this 27 day of September, 2000.

My Commission Expires:





Notary Public, State of Florida at Large

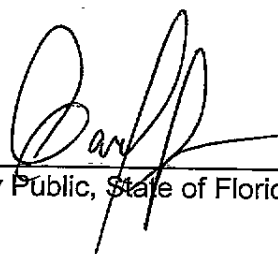
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was freely and voluntarily acknowledged before me by Hilda Gusman, who is well known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal at Dade County, Florida, this 27 day of September, 2000.

My Commission Expires:





Notary Public, State of Florida at Large

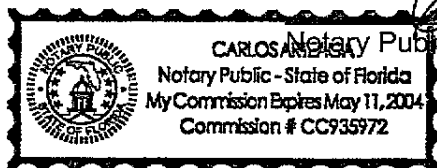
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STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was freely and voluntarily acknowledged before me by Rosibel Martinez, who is well known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal at Dade County, Florida, this 27 day of September, 2000.

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in Article XIII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 30 day of September, 2000.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, Florida 33146