

JOHN B. BAMBERG

Attorney at Law

POST OFFICE BOX 2210

ST. AUGUSTINE, FLORIDA 32085

TEL: (904) 471-1734 • FAX: (904) 471-6530

N01000002236

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl 32314

Subject: OCEAN GATE

1 MASTER ASSOCIATION, INC.

Please find enclosed herewith an original and one copy of the articles of incorporation of the subject corporation; and a check for \$78.50, for the filing fee and a certified copy of the articles of incorporation.

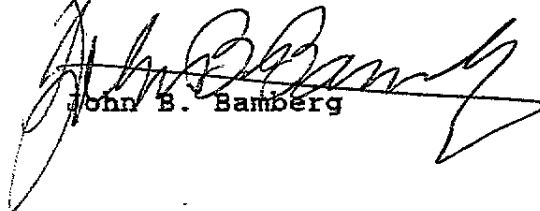
From: John B. Bamberg
Post Office Box 2210
St. Augustine, Fl 32085
Daytime telephone number: (904) 471-1734

800003930978--8
-03/30/01--01002--012
*****78.75 *****78.75

Please return the certified copy to me at the address above.

Thank you for your attention to this matter.

Yours very truly,


John B. Bamberg

Enclosures

RECEIVED
01 MAR 30 AM 9:42
DIVISION OF CORPORATION

APPROVED
AND
FILED

01 MAR 30 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
OCEAN GATE . MASTER ASSOCIATION, INC.

ARTICLE I - NAME: The name of the corporation is OCEAN GATE
MASTER ASSOCIATION, INC.

ARTICLE II - DURATION: The corporation's term of existence is
perpetual.

ARTICLE III - PURPOSE: The purpose of the corporation is to
operate a multi-condominium development known as Villas of Ocean
Gate, in accordance with Declaration of Covenants, Conditions and
Restrictions recorded in the Public Records of St. Johns County,
Florida.

ARTICLE IV - MEMBERS: The members of the corporation shall be the
owners of condominium units in Ocean Gate Resort, as provided in
the Bylaws and recorded Declaration.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT: The street
address of the initial registered office of the corporation is
4730-B Highway A-1-A South, St. Augustine, Florida 32080; and the
initial registered agent at that address is John M. Williams.
Principal address is same as registered office address.

ARTICLE VI - DIRECTORS: The corporation shall be governed by a
Board of Directors, consisting of not less than three nor more
than 7 persons. The initial Board of Directors shall consist of
three directors, whose names and addresses are as follows:
Homer W. Barrow, 4730-B Hwy A-1-A South, St. Augustine, Fl 32080
John M. Williams, 4730-B Hwy A-1-A South, St. Augustine, Fl 32080
John F. Sproull, 4730-B Hwy A-1-A South, St. Augustine, Fl 32080
ELECTED BY MAJORITY VOTE OF THE STOCKHOLDERS/MEMBERS


ARTICLE VII - NO STOCK: The corporation shall have no stock.

ARTICLE VIII - POWERS: The corporation shall have all powers
provided by law, the Bylaws and the recorded Declaration.

ARTICLE IX - INDEMNIFICATION: The corporation shall indemnify and
hold harmless all directors and officers against any and all
claims and expenses arising out of their service as directors and
officers, except for acts of willful misfeasance or malfeasance.

ARTICLE X - AMENDMENT: These Articles of Incorporation may be
amended by the Directors and Members as specified in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed
the Articles of Incorporation this 1st day of January, 2001.


JOHN M. WILLIAMS
INCORPORATOR
4730-B Hwy A-1-A South
St. Augustine, Fl. 32080

APPROVED
AND
FILED

01 MAR 30 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Putnam

The following person, JOHN M. WILLIAMS, acknowledged before me, this 22 day of March, 2001, that he subscribed to the foregoing Articles of Incorporation as incorporator for the purposes therein expressed.



Catherine H. Sheffield
MY COMMISSION # CC834393 EXPIRES
May 25, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Catherine H. Sheffield.
NOTARY PUBLIC

Printed name

ACCEPTANCE OF REGISTER AGENT

I, JOHN M. WILLIAMS, having been designated as the initial registered agent to accept service of process for VILLAS OF OCEAN GATE MASTER ASSOCIATION, INC., a Florida non-profit corporation, I hereby accept such designation and agree to comply with the provisions of Section 48.091, Florida Statutes.

John M. Williams
JOHN M. WILLIAMS
Registered Agent

APPROVED
AND
FILED
01 MAR 30 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA