

**SQUIRE
SANDERS**

LEGAL
COUNSEL
WORLDWIDE

NO10000006382

SQUIRE, SANDERS & DEMPSEY L.L.P.

2900 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131-4330

Office: +1.305.577.8700
Fax: +1.305.358.1425

Direct: 1.305.577.7712
Aveloso@SSD.com

September 6, 2001

VIA FEDERAL EXPRESS

Mrs. Roxanne Varnadore
Supervisor
Corporate Division
The Department of State
of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

Re: ABITARE DOCK MAINTENANCE CORPORATION,
A NON-PROFIT CORPORATION

Dear Mrs. Varnadore:

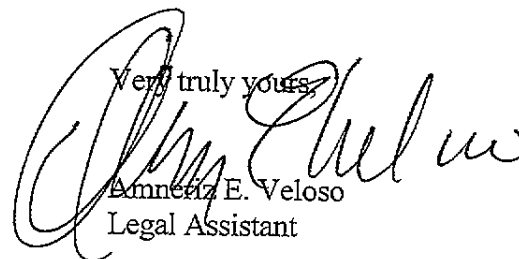
Enclosed for immediate filing with the Secretary of State is original and two copies of the Articles of Incorporation for the referenced Corporation.

Please deduct from our Account Number 076247000026 the amount of \$87.50 for the filing fees and the two certified copies.

Please return the certified copies in the Federal Express envelope provided with our account number 0331-4121-1.

Thank you for your assistance and if you have any questions, please call me at (305) 577-7712.

Very truly yours,


Amneriz E. Veloso
Legal Assistant

AEV/
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
ABITARE DOCK MAINTENANCE CORPORATION**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a Florida corporation not for profit in compliance with Chapter 617, Florida Statutes (Not for Profit), hereby certifies:

Article I: Name of The Corporation

The name of the Corporation is "Abitare Dock Maintenance Corporation".

Article II: Principal Office

The initial principal office of the Corporation in the State of Florida is care of Kenneth M. Myers, 201 S. Biscayne Blvd., Suite 2900, Miami, Florida 33131.

Article III: Purpose

The purpose for which the Corporation is formed is to own, operate, manage, oversee, monitor and maintain the dock facilities at the Abitare Condominium complex, located at 3495 Main Highway, Miami (Coconut Grove), Florida 33133 solely for the use and benefit of the unit owners and members of Abitare Condominium Association, Inc.; to perform all activities which may be conducted from time to time in the State of Florida to carry out this purpose, and to exercise all acts and powers, rights and obligations necessary or incident thereto that are permitted by law.

Article IV: Manner of Election of Directors and Officers

The member or members shall elect three directors annually and the directors shall annually elect officers of the Corporation. The number, qualifications, terms of office, and such other provisions with respect to officers as are not as inconsistent with express provisions of these Articles shall be as provided in the Bylaws.

Article V: Initial Directors

The following persons shall serve as the initial directors of the Corporation:

<u>Name</u>	<u>Address</u>
Melissa Farrell	3179 Via Abitare Way Miami, Florida 33133
Carlos Gamboa	3169 Via Abitare Way Miami, Florida 33133
Kenneth M. Myers	3192 Via Abitare Way Miami, Florida 33133

The directors have designated the following persons to serve as the initial officers of the Corporation, until their successors have been duly elected and qualified:

<u>President</u>	<u>Secretary</u>
Carlos Gamboa	Melissa Farrell

Article VI: Initial Registered Agent and Street Address

The name and address of the Corporation's registered agent is Kenneth M. Myers, 201 South Biscayne Boulevard, Suite 2900, Miami Center, Miami, Florida 33131-4330.

Article VII: Incorporator

The name and address of the Incorporator is:

Kenneth M. Myers
201 South Biscayne Boulevard, Suite 2900
Miami, Florida 33131

The powers and duties of the Incorporator shall terminate upon the filing of these Articles with the Secretary of State.

Article VIII: Amendment of the Articles of Incorporation

The Articles may be altered, amended or repealed by the affirmative vote of the Member or Members at any meeting of the Members or by the written consent thereto by the Member or Members.

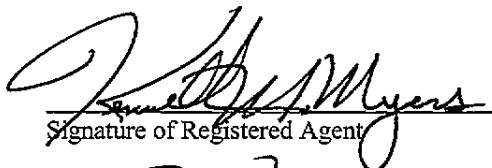
Article IX: Bylaws

The Initial Bylaws shall be adopted at the first meeting of Directors by the affirmative vote of all of the Directors. Thereafter, the Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of all Directors at a meeting of the Directors, or by the written consent thereto by the Member or Members.

Article X: Limitations

No part of the net earnings or income of the Corporation shall inure to the benefit of or be distributed to its Directors or Officers or to any private individual, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

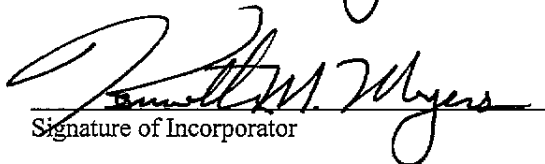
Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

September 6, 2001

Date



Signature of Incorporator

September 6, 2001

Date