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Greenman & Manz

A Partnership of Professional Associations
Attorneys At Law

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April 29, 2002

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

RE: Seabreeze HOA, Inc.

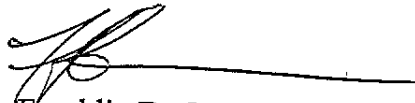
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$78.75 representing your fee for same. Please provide us with a certificate of status showing the incorporation of same at your earliest convenience.

Should you have any questions, please do not hesitate to call.

Respectfully,


Franklin D. Greenman

FDG/zb

5/8/02

ARTICLES OF INCORPORATION
OF
SEABREEZE HOA, INC.

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is SEABREEZE HOA, INC. and its principal place of business shall be 87425 Old Overseas Highway, Islamorada, FL 33036 and its mailing address shall be P.O. Box 825, Islamorada, FL 33036.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of the corporation is to negotiate for, acquire, and operate the mobile home park on behalf of the mobile home owners; to convert the park, if/when acquired, to a condominium, cooperative or subdivision type of ownership or other type of ownership and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by theses Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing

for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE VI

The initial street address in the state of Florida of the initial registered office of the Corporation is 5800 Overseas Highway, Suite 40, Marathon, Florida 33050, and the name of the initial registered agent at such address is Franklin D. Greenman, P.A.

ARTICLE VII

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VIII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Pierre Relland
P.O. Box 1558
Islamorada, FL 33036

John Hanna
P.O. Box 74
Islamorada, FL 33036

Jacqueline Hanna
P.O. Box 74
Islamorada, FL 33036

The qualifications for future directors and the manner of their admissions shall be regulated by the by-laws.

ARTICLE X

The names and addresses of the initial incorporators are as follows:

Pierre Relland
P.O. Box 1558
Islamorada, FL 33036

John Hanna
P.O. Box 74
Islamorada, FL 33036

Jacqueline Hanna
P.O. Box 74
Islamorada, FL 33036

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Marathon, Monroe County, Florida, on this 27 day of April, 1999.

Pierre Relland
Pierre Relland

John Hanna
John Hanna

Jacqueline Hanna
Jacqueline Hanna

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 27 day of April, 2002 by Pierre Relland, John Hanna and Jacqueline Hanna, who have produced driver license as identification and who (did)(did not) take an oath.

My Commission Expires:

Cheryl Litzelsberger
Notary Public, State of Florida
Printed Notary Signature:

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS IN THIS STATE



Cheryl A Litzelsberger
My Commission CC937602
Expires May 17, 2004

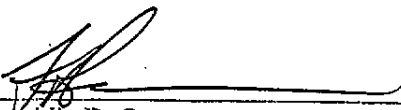
The following is submitted in compliance with law.

..., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 5800 Overseas Highway, Marathon, Florida 33050, hereby designates Franklin D. Greenman, P.A., as its agent at that address to accept service of process within this state.

Prepared by and Return to:
Franklin D. Greenman, Esq.
5800 Overseas Highway, Suite 40
Marathon, FL 33050
(305) 743-2351; FL. Bar #290815

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.



Franklin D. Greenman

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, this day personally appeared Franklin D. Greenman, who is personally known to me and after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day
of April, 2002.



Cheryl A. Zitzelsberger
My Commission CC937602
Expires May 17, 2004

My Commission Expires:

Notary Public, State of Florida