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LAW FIRM OF
JAMES L. ESSENSEN
ATTORNEY AND COUNSELOR AT LAW
FLORIDA NEW YORK
2071 MAIN STREET
SARASOTA, FLORIDA 34237

IN ASSOCIATION WITH:
BERKOWITZ & PACE
BUFFALO, NEW YORK

(941) 954-0303
FAX (941) 951-7739

April 7, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of Rizpoc Building Condominium Association, Inc.

Dear Sir or Madam:

With reference to the above matter, enclosed the following:

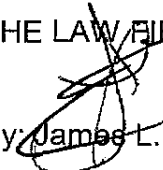
1. Original Articles of Incorporation for Rizpoc Building Condominium Association, Inc.;
2. Copy of Articles of Incorporation for certifying by your office;
3. Original acceptance of Registered Agent;
4. This firm's trust check #5963 in the amount of \$78.75, made payable to Secretary of State, in consideration of the following fees:

a.	Filing fee/Articles of Incorporation.	\$35.00
b.	Filing fee registered agent designation	\$35.00
c.	Certified copy of Articles of Incorporation	\$ 8.75

Kindly return the certified copy of the Articles of Incorporation in the stamped, self-addressed envelope enclosed. Thank you.

Very truly yours,

THE LAW FIRM OF JAMES L. ESSENSEN

By:  James L. Essenson

JLE\dw
Enclosures
Cc: Daniel R. Pochedley
F:\client list\pochedley\Secretary of State.4.7.03.doc



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 15, 2003

JAMES L. ESSENSON
2071 MAIN ST
SARASOTA, FL 34237

SUBJECT: RIZPOC BUILDING CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W03000010705

We have received your document for RIZPOC BUILDING CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 103A00022491

ARTICLES OF INCORPORATION
OF RIZPOC BUILDING CONDOMINIUM ASSOCIATION, INC.

By these Articles, the undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under the Laws of the State of Florida and certify as follows:

ARTICLE I

NAME AND DEFINITIONS

The name of the corporation shall be RIZPOC BUILDING CONDOMINIUM ASSOCIATION, INC. The corporation is herein referred to as the "Association," and the terms used herein shall have the meaning for each stated in Fla. Stat. ch. 718, et. seq., (hereinafter referred to as the "Act") and the Declaration of Condominium of Rizpoc Building condominium to be recorded in the Public Records of Sarasota County, Florida, unless the context otherwise requires.

ARTICLE II

PURPOSE

The Association is organized for the following purposes:

- (1) To maintain, operate, and manage the condominium known as Rizpoc Building Condominium to be located at 1386 5th Street, Sarasota, Florida 34236, and to do all things incident, necessary, convenient, expedient, ancillary, or in aid of the accomplishment of the foregoing.
- (2) To own, operate, lease, sell, trade, or otherwise deal with such property, real or personal, as may be necessary or convenient in the administration of the Condominium.

ARTICLE III

POWERS

3.01. Implied Powers: The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the purposes of the Association, as set forth in this Article, the Declaration of Condominium, and the Act.

3.02. Specific Powers: In furtherance of the purposes of the Association, the Association shall have all of the powers set forth in the Act, and all of the powers reasonably necessary to operate the Condominium pursuant to the Declaration of

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Condominium, including, but not limited to, the following irrevocable rights, powers, and authority:

(1) To enforce the covenants and restrictions contained in the Declaration, and to make, establish, and enforce reasonable Rules and Regulations governing the administration, management, and use of the Condominium Property.

(2) To establish a budget for the operations of the Condominium; to designate those expenses which shall constitute the Common Expenses and Limited Common Expenses of the Condominium; to make, levy, and collect assessments against Unit Owners of the Condominium to provide the funds to pay for Common Expenses and Limited Common Expenses of the Condominium as provided for in the Condominium Documents and in the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.

(3) To maintain, repair, replace, and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace, and operate under the Condominium Documents.

(4) To have access to each Unit from time to time during reasonable hours as may be necessary for the maintenance, repair, or replacement of any Common Elements or Limited Common Elements therein or accessible therefrom, or, to have immediate access at any time as may be necessary for making emergency repairs necessary to prevent damage to any other Unit or Units.

(5) To contract for the management of the Condominium Property and to delegate to such agent(s) all or some of the powers, duties, and responsibilities of the Association.

(6) To employ personnel to perform the services required for proper operation of the Condominium.

(7) To purchase and maintain all forms of insurance on the Condominium Property for the protection of the Association and its members.

(8) To reconstruct the Condominium Property after casualty or other loss.

(9) To make additional improvements on and to the Condominium Property.

(10) To approve or disapprove the transfer, mortgage, and ownership of Units to the extent such power is granted to it under the Condominium Documents.

(11) To retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Condominium Documents and the Rules and Regulations of the Association.

(12) To acquire, by purchase or otherwise, Units in the Condominium, and to hold, lease, mortgage, and convey the same.

(13) To lease or license the use of Common Elements and Limited Common Elements in a manner not inconsistent with the rights of Unit Owners.

(14) To pay taxes and assessments which are liens against any part of the Condominium other than individual Units (unless the individual Units are owned by the Association) and the appurtenances thereto, and to assess the same against the Units subject to liens for such purposes.

(15) To pay the cost of all power, water, sewer, trash, garbage, and other utility services rendered to the Condominium and not billed to the individual Units.

(16) To adopt and establish Bylaws for the operation of the Condominium Association.

ARTICLE IV

ASSOCIATION FUNDS AND PROPERTY

The Association shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Association may pay compensation in a reasonable amount to its Members, Directors, and Officers for services rendered, and it may confer benefits on its Members in conformity with the Declaration of Condominium and the purposes of the Association. On termination, the Association may make distributions to its Members as permitted by law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. All funds and property acquired by the Association and all proceeds therefrom shall be held and used for the benefit of the Members of the Association in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

ARTICLE V

MEMBERS

5.01. Qualification: The Members of the Association shall consist of all of the Unit Owners of record in the Condominium.

5.02. Change in Membership: Change of membership in the Association shall be established by the recording in the public records of Sarasota County, Florida, of a deed or other instrument establishing a record title to a Condominium Unit, and delivery to the Association of a certified copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a Member of the Association, and the membership of the prior Unit Owner shall thereby be terminated.

5.03. Transfer of Membership: The share of a Member in the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to such Member's Unit.

5.04. Meetings: The Bylaws shall provide for an annual meeting of Members and may provide for regular and special meetings other than the annual meeting.

5.05. Voting: The owner of each Unit shall be entitled to the number of votes specified in the Declaration of Condominium for that Unit. The manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE VI

DIRECTORS

6.01. Number: The property, business, and affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three Directors. Except as may otherwise be provided in the Bylaws, each Director shall be either a person designated by the Developer or a person entitled to cast a vote in the Association.

6.02. Election: Directors may be designated or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

6.03. Authority: All of the duties and powers of the Association existing under the Condominium Act, the Declaration of Condominium, 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 by the Condominium Act, the Declaration of Condominium, these Articles, or the Bylaws.

6.04. Initial Directors: The names and addresses of the three members of the first Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

Daniel R. Pochedley	173 Island Cir., Sarasota, FL 34242
Gustavo Rizzetto	1109 Mallorca Dr., Bradenton, FL 34209
Peter Cowling	1386 5 th St., Sarasota, FL 34236

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in accordance with the Bylaws. The names and addresses of the officers who shall serve until the election or appointment of their successors in accordance with the Bylaws are as follows:

President: Daniel R. Pochedley, 173 Island Cir., Sarasota, FL 34242
Vice President: Gustavo Rizzetto, 1109 Mallorca Dr., Bradenton, FL 34209
Secretary: Peter Cowling, 1386 5th St., Sarasota, FL 34236
Treasurer: Daniel R. Pochedley, 173 Island Cir., Sarasota, FL 34242

ARTICLE VIII

TERM

The term of the Association shall be perpetual; provided, however, that the Association shall be terminated by the termination of the Condominium in accordance with the terms of the Declaration of Condominium.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 1386 5th Street, Sarasota, Florida, and the name of the initial registered agent at that address is Daniel Pochedley.

ARTICLE X

INCORPORATOR

The name and address of the incorporator of the Association is Daniel Pochedley, 1386 5th Street, Sarasota, Florida.

ARTICLE XI

CORPORATION'S PRINCIPAL OFFICE

The corporation's principal office and mailing address is 1386 5th Street, Sarasota, FL 34236.

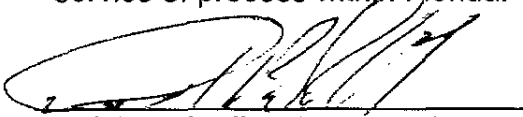
IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature this
4 day of APRIL, 2003.

INCORPORATOR:


DANIEL POCHEDLEY

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:
RIZPOC BUILDING CONDOMINIUM ASSOCIATION, INC., desiring to organize or
qualify under the laws of the State of Florida, with its registered office at 1386 5th Street,
Sarasota, Florida 34236, has named as its agent DANIEL POCHEDLEY to accept
service of process within Florida.


Daniel Pochedley, Incorporator

REGISTERED AGENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I am familiar with and hereby
agree to act in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.


DANIEL POCHEDLEY

Dated: 04-04, 2003.

This instrument was prepared by:
James L. Essenson, Esq.
2071 Main Street
Sarasota, Florida 34237
(941) 954-0303
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