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FLORIDA NON-PROFIT CORPORATION

GRAY STREET TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
GRAY STREET TOWNHOMES
HOMEOWNERS ASSOCIATION, INC.

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We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida, and certify as follows:

ARTICLE I

The name of this corporation shall be: GRAY STREET TOWNHOMES
HOMEOWNERS ASSOCIATION, INC.

The address of the corporation is 1207 N. Franklin St.
Ste. 100, Tampa, FL 33602.

ARTICLE II

The purpose of this non-profit corporation shall be to function as the "Association" for the operation of townhomes, to be created pursuant to the provisions of the Declaration of Covenants, Conditions and Restrictions for GRAY STREET TOWNHOMES ("Declaration"), and as such, to operate, administer and carry out the functions and duties of the said association pursuant to the Declaration.

The Corporation shall have all of the common law and statutory powers of a corporation not for profit and all of the powers granted to it by the Declaration and any Exhibits annexed thereto, including but not limited to :

- The owner's association has the power to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- The owner's association retains this power in perpetuity, however, if the association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association.

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ARTICLE III

All persons who are owners of Homes within GRAY STREET TOWNHOMES shall automatically be members of this Corporation, and membership shall automatically terminate when a person is no longer the owner of a Home. Membership in this Corporation is exclusively limited to such Homeowners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration that shall be filed for said real property among the Public Records of HILLSBOROUGH County, Florida. Until the Declaration is recorded and the property and improvements are submitted to a plan of real property ownership, the Corporation's membership shall consist of the Subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

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

Name	Address
Thomas S. Martino	1207 N. Franklin St., Ste. 101 Tampa, Florida 33602

ARTICLE VI

The Corporation shall be managed and governed by a Board of Directors composed of the number of persons specified in the By-Laws, which shall not be less than two (2). The directors shall be elected at the annual meeting of the membership as set forth in the By-Laws. The initial Directors are not required to be members of this Corporation. The persons who are to serve as the first Board of Directors until the first election of directors pursuant to the Declaration and the By-Laws are:

Name	Address
Thomas S. Martino	1207 N. Franklin St., Ste. 101 Tampa, Florida 33602
Pamela C. Martino	1207 N. Franklin St., Ste. 101 Tampa, Florida 33602

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ARTICLE VII

The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected in the manner set forth in the By-Laws. Other officers may be provided for in the By-Laws. Officers are not required to be members of this Corporation. The initial Officers who are to serve until the first election of officers pursuant to the Declaration and the By-Laws are:

Name	Address
Thomas S. Martino President/Secretary	1207 N. Franklin St., Ste. 101 Tampa, Florida 33602
Pamela C. Martino VicePresident/Treasurer	1207 N. Franklin St., Ste. 101 Tampa, Florida 33602

ARTICLE VIII

The By-Laws shall initially be adopted by the first Board of Directors. They may thereafter be amended in the manner by which the By-Laws provide for amendments.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by a majority vote of the Board of Directors or by members of the corporation owning a majority of the Units administered hereby. Proposed amendments shall be transmitted to the President or some other officer in his absence, who shall call a special meeting of the members of the Corporation to be held from fourteen (14) to thirty (30) days after receipt of the proposed amendments, unless a later date is specified in the proposed amendments. The Secretary shall give written notice of the meeting to each member stating the time and place of the meeting and the nature of the proposed amendments. Written waiver of notice may be given by any member, either before or after the holding of the meeting, which waiver shall be equivalent to the giving of notice to the member. Proposed amendments shall become effective when approved by a majority of the entire membership of the Board of Directors and not less than two-thirds (2/3) of the votes of the entire membership of the Corporation.

Amendments which are approved shall then be transcribed and certified in the form necessary to file them with the Department of State. Upon approval by that Department,

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a certified copy of the amendments shall be recorded in the Public Records of HILLSBOROUGH County, Florida.

ARTICLE X

No dividends shall be paid to the directors, officers or members of the Corporation, but compensation for services rendered may be paid to employees, agents, members, directors or officers. Any excess of receipts over disbursements shall be retained for application to future expenses and expenditures.

The Corporation shall issue no shares of stock of any kind or nature.

ARTICLE XI

The Registered Agent and Registered Office of this Corporation is: Thomas Martino, Esq., 1207 N. Franklin St., Ste. 101., Tampa, Florida 33602.

IN WITNESS WHEREOF, the subscriber has affixed his signature on the 19th day of February, 2004.

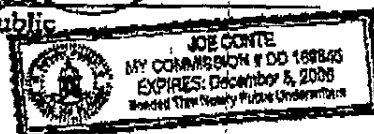

Thomas S. Martino

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared Thomas S. Martino, to me well known, and known to me to be the person described in and who executed the foregoing, and acknowledged his execution thereof to be of his own free will and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal this 19th day of February, 2004.


Notary Public



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CAPITAL CONNECTION


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REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Registered Agent
Thomas S. Martino
1207 N. Franklin St., Ste. 101
Tampa, Florida 33602

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