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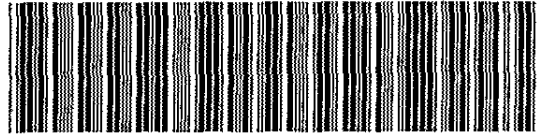
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LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
GARY N. STROHAUER
ELIZABETH R. MANNION
GALE SILBERMANN

Tel: (727) 461-6100
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Web: www.baxstoh.com

June 4, 2004

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

Re: Tiffany Arms Condominium Association, Inc.

Dear Sir:

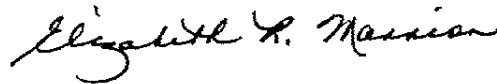
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	8.75
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

With best wishes,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.



Elizabeth R. Mannion

ERM/nak
Enclosures

**ARTICLES OF INCORPORATION
FOR TIFFANY ARMS CONDOMINIUM ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapters 617 and 718, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME AND DURATION OF CORPORATION

The name of the corporation is TIFFANY ARMS CONDOMINIUM ASSOCIATION, INC. (hereinafter called the "Association"), and it shall exist in perpetuity.

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association is located at Jim Nobles Management, Inc., 251 Windward Passage, Suite F, Clearwater, Florida 33767.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is Jim Nobles Management, Inc., 251 Windward Passage, Suite F, Clearwater, Florida 33767, and the name of the initial registered agent to accept service of process within the State of Florida at that address is Sheron O. Nichols of Jim Nobles Management, Inc.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Tiffany Arms Condominium Association recorded in the Public Records of Pinellas County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

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PINELLAS COUNTY, FLORIDA

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which the Association is formed are to promote the health, safety, and general welfare of the residents within the Property described in that certain Declaration of Covenants, Conditions and Restrictions for Tiffany Arms Condominium Association, to be recorded in Pinellas County, Florida, and any additions thereto as may hereafter be brought under the jurisdiction of the Association. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and Areas of Common Responsibility, including, without limitation, the following powers:

- (a) Own and convey real property;
- (b) Own, operate, maintain and convey the Common Property and any personal property owned by the Association;
- (c) Grant easements as to the Common Property to public and private utility companies, including, without limitation, cable television, and to public bodies or governmental agencies or other entities or persons, with or without cost or charge at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the maintenance of the property, and the providing of utilities and other services thereto, and to enter into shared facilities agreements and related reciprocal easement agreements as may be deemed desirable to provide for utilities and other facilities, and the maintenance thereof and costs associated therewith with any third parties, including, without limitation, condominium association's and other public and private utility companies, agencies and entities;
- (d) Establish rules and regulations for the operation of the Association;

- (e) Sue and be sued;
- (f) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the Association;
- (g) Abate nuisances and enjoin or seek damages from Owners for violation of the provisions of these Articles, the Bylaws, the Declaration and any rules and regulations of the Association;
- (h) Contract for services to be provided to and for the benefit of the Association; and
- (i) Purchase insurance of any nature in such amounts and with such companies as the Board of Directors shall deem necessary or appropriate.

ARTICLE VI

MEMBERSHIP

Section 1. Members. Every person or entity who is a record Owner of an interest in the Property shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. The Association membership of each Owner shall be appurtenant to and may not be separated from the unit giving rise to such membership, and shall not be transferred except upon the transfer of title to said unit and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a unit shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2. Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, none of the votes for that unit shall be counted. If any Owner casts a vote on behalf of a unit, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that unit.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by a Board of Directors consisting of at least three (3) members with the number to be determined by the members of the Board or by amendment to the Bylaws of the Association; provided that there shall always be an odd number of directorships created. Each director must be a Member of the Association. The names and

addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Joan Hambrick	251 Windward Passage, Suite F
James Reeser	Clearwater, Florida 33755
Kimberly Young	
Blanche Hoffman	
Frederick Wheeler	

The Members shall elect the directors by majority vote, for a term of one (1) year each. The duties and powers of the Board of Directors shall be as stated in the By-Laws of the Association.

ARTICLE VIII

OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors.

ARTICLE

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 718, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 718, Florida Statutes. Any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of the entire membership.

Section 3. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, Florida.

ARTICLE X

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association.

ARTICLE XII

INCONSISTENCY


In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIII

INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is Elizabeth R. Mannion of Baxter, Strohauer, Mannion & Silbermann, P.A., 1150 Cleveland Street, Suite 300, Clearwater, Florida 33755..

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 21st day of May, 2004.



Elizabeth R. Mannion
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 21st day of May, 2004 by Elizabeth R. Mannion, who is personally known to me.


Notary Public
My Commission Expires:



Nancy A Karpowicz-Kelly
My Commission DD045267
Expires July 28, 2005

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

TIFFANY ARMS CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 251 Windward Passage, Suite F, Clearwater, Florida 33767, has named Sheron O. Nichols of Jim Nobles Management, Inc., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Registered Agent:


Sheron O. Nichols

Dated: May 25, 2004

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TALLAHASSEE
FLORIDA