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PRACTICING GENERAL, CORPORATE, COMMERCIAL AND
ENVIRONMENTAL LAW, CONDOMINIUM DEVELOPMENT
AND, CIVIL, ADMINISTRATIVE AND APPELLATE LITIGATION

727.367.9777 DIRECT LINE
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EMAIL: DBSPA@MINDSPRING.COM

December 27, 2004

Corporate Filings
Division of Corporations
Florida Department of State
PO Box 1500
Tallahassee FL 32302-1500

Re: First Amended and Restated Articles of Incorporation.
Client: Don-Vill Investments, Inc.
Project: Lofts at 341, Inc.
DBSPA Client No.: 024
DBSPA Matter No.: 2003-06

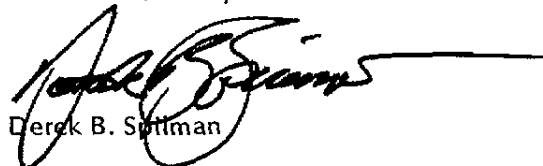
Dear Sir or Madam:

Please accept for filing the enclosed First Amended and Restated Articles of Incorporation for Lofts at 341, Inc. The "initial directors" designated are those originally appointed, and a conforming certificate and copy of the minutes of the Association meeting adopting the First Amended and Restated Articles of Incorporation had been enclosed conforming to your directions.

I also request a certified copy of the filed articles and Certificate of Status be provided by return mail and have enclosed a stamped self-addressed envelope for your convenience as well as this firm's check in the amount of \$87.50 in payment of the filing fee (\$35.00) the amendment fee (\$35.00) certification fee (\$8.75) and the fee for the Certificate of Status (\$8.75).

Thanks again for your assistance, and please don't hesitate to contact me directly should you have any questions or require further information.

Very Truly Yours,
DEREK BRETT SPILMAN, P.A.



Derek B. Spilman

Enclosures: First Amended and Restated Articles of Incorporation
DBSPA Check No. 1629 (\$87.50)

cc: Joe Villari

**FIRST AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
LOFTS AT 341, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

ARTICLE I. NAME

The name of the corporation shall be **LOFTS AT 341, INC.**, hereinafter referred to as the "Association".

ARTICLE II. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street addresses of the initial registered office of this corporation are 35 South Pasadena Avenue, Suite 107, St. Petersburg, Florida 33707, located in Pinellas County, Florida, and the name of the initial registered agent of this corporation at that address is Mr. Joe Villari.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation, management and administration of **LOFTS AT 341, A CONDOMINIUM**, (hereinafter, the "Condominium") pursuant to Chapter 718, Florida Statutes (hereinafter, "The Condominium Act") and located in Pinellas County, Florida.

ARTICLE III. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V. POWERS

The powers and duties of the Association shall include and be governed by the following provisions:

5.1 General Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a not for profit corporation under the Laws of the State of Florida, except as limited by these Articles of Incorporation, and by The Condominium Act.

5.2 General and Specific Statutory Powers: The Association shall have all of the rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limitation the generality of the foregoing, to acquire by bequest, devise, the gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount for value, and hold, invest, reinvest, manage, use, apply, employee, sell, expand, disbursed, lease, mortgage, convey, option, donated or otherwise dispose of such property in the income, principal and proceeds of such property, for any of the purposes set forth herein, as well as all of the powers and duties set forth in The Condominium Act and the Declaration of Condominium as originally recorded or as may be amended from time to time.

5.3 Other Necessary Powers Not Prohibited by Law: The Association shall have all other powers not otherwise prohibited by law which may be deemed necessary, expedient or desirable to effect its purposes and carry out its duties.

5.3 Assets Held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association.

5.4 Distribution of Income Prohibited: The Association shall make no distribution of income to its members, directors or officers.

5.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in

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accordance with the provisions of the laws of the state of Florida, the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association.

ARTICLE VI. MEMBERS

6.1 Members: Members of the Association shall consist of all of the record owners of Units in the Condominium, and after the termination of the Association, shall consist of those who were members at the time of such termination, and their successors, and assigns.

6.2 Acquisition and Termination of Membership: Membership shall be acquired by recording in the Public Records of the Pinellas County, a deed or other instruments establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than 1 (1) Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

6.3 Limitation on Transfer of Shares of Assets: The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's lot or unit.

6.4 Voting: On all matters upon which the members shall be entitled to vote, the member(s) owning each Unit shall be entitled to one (1) vote. The vote for each Unit shall not be divisible. If the ownership of a single unit is divided among two or more members, the single vote for such Unit shall be cast by the Designated Voting Member designated in accordance with the By-Laws of the Association. A Unit Owner owning or designated pursuant to the By-Laws of the Association as the Designated Voting Member for more than the (1) Unit, shall be entitled to one (1) vote for each Unit owned or so designated. Said votes may be exercised or cast in such manner as may be provided in the By-Laws of the Association.

6.5 Developer: The Developer of the Condominium is DON-VILL INVESTMENT GROUP, INC. ("Developer"), or its subsequent successor and assign, who shall be a member of the Association and shall be allowed one vote for each unit owned.

ARTICLE VII. DIRECTORS

7.1 Board of Administration: The affairs of the Association shall be managed by a Board of Administration consisting of an odd number of Directors determined by the By-Laws, but not less than three (3) Directors nor more than seven (7) Directors. Directors shall be members of the Association except as otherwise provided herein.

7.2 Exclusive Authority. All powers and duties of the Association existing under The Condominium Act, the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Association, shall be exercised exclusively by the Board of Administration, its Directors, and such contractors or employees as may be designated by the Board of Administration or its Directors, subject only to approval of the Unit Owners where such approval is specifically required.

7.3 Initial Directors: The names and addresses of the initial Directors of Board of Administration, who have been selected by the Developer and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

Mr. Alvan C. Donald, 1135 South Pasadena Avenue, Suite 107, St. Petersburg, Florida 33707
Mr. Joe Villari, 1135 South Pasadena Avenue, Suite 107, St. Petersburg, Florida 33707
Mr. Anthony Villari, 1135 South Pasadena Avenue, Suite 107, St. Petersburg, Florida 33707

7.4 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

7.5 First Election of Directors: The first election of Directors shall not be held until the Developer is required by law to relinquish control of the Association. The Initial Directors named in these Articles shall serve until the first election

of Directors, and in the vacancies in office occurring before the first election shall be filled by the remaining Directors. The Initial Directors, and the successor Initial Directors, if any, appointed prior to the first election need not be members of the Association.

ARTICLE VIII. OFFICERS

8.1 Officers: The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Administration at the first meeting following each annual meeting of the Association and shall serve at the pleasure of the Board of Administration. The initial officers who shall serve until the First Election of Directors by the Association shall be the following persons;

Mr. Alvan C. Donald	President
Mr. Joe Villari	Vice President and Treasurer
Mr. Anthony Villari	Secretary

ARTICLE IX. INDEMNIFICATION

9.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 The Board of Administration of the Association shall purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the Common Expenses.

ARTICLE X. BY-LAWS

10.1 By-Laws: The By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the following manner:

- (a) approval by not less than two-thirds of the Board of Administration and a majority of the voting interests of the membership of the Association; or,
- (b) approval by not less than two-thirds of the voting interests of the membership of the Association, or
- (c) approval by 100% of the Board of Administration, as long as the Initial Directors, or their Developer-appointed successor Initial Directors, remaining in office.

ARTICLE XI. AMENDMENTS

11.1 Amendments: Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner subject to any provisions pertaining to Amendments in the Declaration of Condominium.

- (a) Notice of the subject matter proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is considered.
- (b) A Resolution for the adoption of a proposed Amendment may be proposed either by the Board of Administration or by the members of the Association. Except as elsewhere provided, such approval must be by:
 - (i) not less than two-thirds of the Board of Administration or a majority of the voting interests of the membership of the Association; or,

(ii) not less than two-thirds of the voting interests of the membership of the Association

(iii) not less than 100% of the Board of Administration, as long as the Initial Directors, or their Developer-appointed successor Initial Directors, remaining in office.

(c) Directors and members not present, in person or by proxy, at the meeting considering the Amendment, may express their approval in writing, providing such approval is delivered to the Secretary prior to the commencement of the meeting.

11.2 Alternative: In the alternative, an Amendment may be made by an Agreement signed and acknowledged by all of the record owners of the Units in the manner required for execution of a deed.

11.3 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, without the approval in writing by all members and the joinder of all record owners of the mortgages upon the Association. No Amendment shall be made which is in conflict with laws of the State of Florida or the Declaration of Condominium.

11.4 Certification: A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.


11.5 Substitution for Previous Articles of Incorporation: As documented in the attached Certification, this First Amended and Restated Articles of Incorporation has been offered, approved and adopted by unanimous vote of both the Association and its Board of Administration in substitution and replacement of the original Articles of Incorporation previously filed on behalf of the Association on September 9, 2004.

ARTICLE XIII. SUBSCRIBERS

13.1 Names and Addresses: The names and addresses of the subscriber of these Articles of Incorporation is as follows:

Mr. Joe Villari, 1135 South Pasadena Avenue, Suite 107, St. Petersburg, Florida 33707

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 27th day of December, 2004.


Mr. Joe Villari

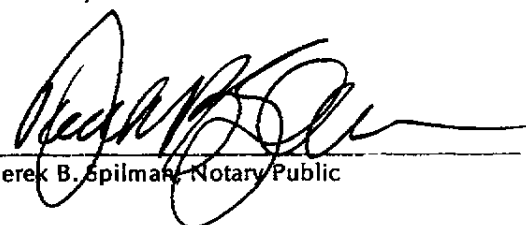
STATE OF FLORIDA COUNTY OF PINELLAS

Before me personally appeared Mr. Joe Villari, as Vice President of LOFTS AT 341, INC., who is, personally known to me and who executed the above and foregoing FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LOFTS AT 341, INC.

Witness my hand and official seal this 27th day of December, 2004.


My Commission Expires:




Derek B. Spilman, Notary Public


ACCEPTANCE OF REGISTERED AGENT

MR. JOE VILLARI, having been named to accept the service of process upon LOFTS AT 341, INC., at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Corporation.


Mr. Joe Villari

CERTIFICATION OF ASSOCIATION AUTHORIZATION

I HEREBY CERTIFY that the foregoing FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LOFTS AT 341, INC. was duly adopted and approved by unanimous affirmative vote the Membership of LOFTS AT 341, INC. for filing with the Division of Corporations in substitution and replacement of the Articles of incorporation previously filed for the Association on September 9, 2004, as reflected by the attached and attested copy of the Minutes of the Meeting of LOFTS AT 341, INC. Held November 7th, 2004.



Joe Villari, Vice President
LOFTS AT 341, INC.

27 November 2004
Date