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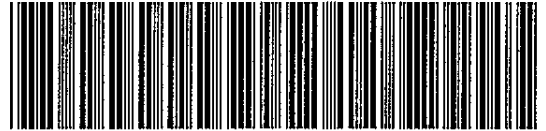
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TALLAHASSEE, FLORIDA
STATE OF FLORIDA

W04-34500
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LAW OFFICES
ARNSTEIN & LEHR LLP

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SIXTH FLOOR
WEST PALM BEACH, FLORIDA 33401-4323
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BOCA RATON, FLORIDA
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HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

Steven L. Daniels
E-mail: sldaniels@arnstein.com

September 9, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

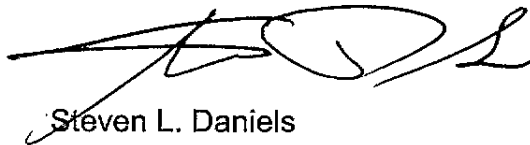
Re: 419 William Street Condominium Association, Inc.

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Incorporation for the above-referenced corporation, and my client's check in the amount of \$78.75 representing the filing fee, the registered agent fee and the cost of a certified copy. Please return a certified copy to the undersigned in the self-addressed, stamped envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 14, 2004

ARNESTEIN & LEHR LLP
515 N FLAGLER DR 6TH FLOOR
W PALM BEACH, FL 33401-4323

SUBJECT: 419 WILLIAM STREET CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W04000034300

We have received your document for 419 WILLIAM STREET 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: 104A00054767

ARTICLES OF INCORPORATION
OF
419 WILLIAM STREET CONDOMINIUM ASSOCIATION, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation

ARTICLE I
NAME

The name of this corporation shall be 419 WILLIAM STREET CONDOMINIUM ASSOCIATION, INC. ("Association").

ARTICLE II
DEFINITIONS

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Declaration of Condominium of 419 WILLIAM STREET, recorded or to be recorded in the Public Records of Monroe County, Florida (the "Declaration").

ARTICLE III
PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate 419 WILLIAM STREET, A CONDOMINIUM (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium. To contract for bulk security and cable TV or other similar providers depending on available technology.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. 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 terms of these Articles, the Declaration, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV MEMBERS

A. Each Unit Owner in the Condominium, including the Developer, shall automatically be a Member of the Association. Membership of the Developer shall terminate upon being divested of all units in the Condominium and upon control of the Association being turned over to the Unit Owners in the Condominium other than the Developer.

B. Membership, as to all members other than the Developer shall commence upon the acquisition of fee simple title to a Unit in the Condominium and shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote each Unit shall be entitled to the number of votes that are equal to their percentage ownership in the common elements of the condominium, which vote shall be exercised in the manner provided for by the Declaration of Condominium and the By-Laws.

D. 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 his Unit.

ARTICLE V EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI
INCORPORATOR

Gene Giacumbo is the Incorporator to these Articles of Incorporation.

ARTICLE VII
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three (3) persons, in accordance with Article III of the Association's By-Laws. Except for Directors appointed by the Developer, all Directors shall be Members or a spouse, trustee or corporate officer of a Member.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a Member or other eligible person as described herein, to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

NAME	ADDRESS
Gene Giacumbo	705 Ashe Street Key West, Florida 33040
Debra L. Ayers	24 Jade Drive, #2 Key West, Florida 33040
Randolph Sublett	705 Ashe Street Key West, Florida 33040

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

NAME	TITLE	ADDRESS
Gene Giacumbo	President	705 Ashe Street Key West, Florida 33040
Randolph Sublett	Vice President/ Secretary	705 Ashe Street Key West, Florida 33040
Debra L. Ayers	Treasurer	24 Jade Drive, #2 Key West, Florida 33040

ARTICLE IX BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of units without their prior written consent.

ARTICLE X AMENDMENTS TO ARTICLES

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

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the Members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of at least 66-2/3% of the entire Board of Directors and by an affirmative vote of the Members having at least 75% of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon condominium Units. No Amendment shall be made that is in conflict with the Condominium Act or the Declaration.

D. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the Condominium Act.

ARTICLE XI
INDEMNIFICATION

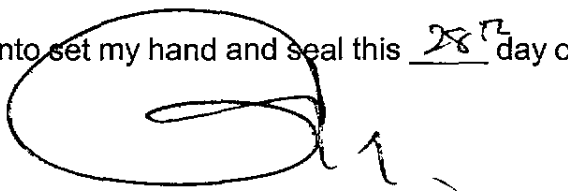
Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at Arnstein & Lehr LLP or at such other place within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at 515 North Flagler Drive, Sixth Floor, West Palm Beach, FL 33401 and the initial registered agent therein is Steven L. Daniels.

515 No. Flagler Dr.
West Palm Beach, FL
33401

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of August, 2004.



Gene Giacumbo, President
Incorporator

ILLINOIS)
STATE OF FLORIDA)
COUNTY OF MONROE)
Cook


The foregoing instrument was acknowledged before me this 28th day of AUGUST, 2004, by Gene Giacumbo, as *Incorporator* President on behalf of 419 WILLIAM STREET CONDOMINIUM ASSOCIATION, INC., who is personally known to me or has produced N/A as identification.

[SEAL] 

Mary K. Piccirillo
NOTARY PUBLIC
COMMISSION EXPIRES: 8/2/05

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his appointment as the initial registered agent of 419 WILLIAM STREET Condominium Association, Inc.



Steven L. Daniels

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TALLAHASSEE, FLORIDA