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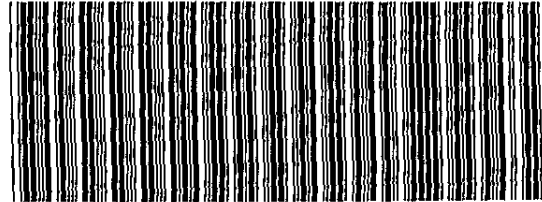
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ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST, 11TH CIR & T.C.)
EDUARDO SOTO (FL.)
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GARY S. BROOKS (FL. & FED.)*

*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

INGRAHAM BLDG., STE. 1135
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

November 16, 2004

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Office Suite One of Bird Road Condominium Association, Inc.;
Kendallwood Park Replat Block 2, Lots 4 & 5 Condominium Association, Inc.;
Kendallwood Park Replat Block 1, Lot 1 Condominium Association, Inc.;
Kendallwood Park Replat Block 1, Lots 6 & 7 Condominium Association, Inc.;

Dear Gretchen:

Enclosed please find 4 checks, each in the amount of \$78.75, for the incorporation of the above referenced entities.

Please provide us with a Certificate of Good Standings and send the originals via facsimile and Federal Express for next day morning delivery.

As always, thank you so much for your assistance. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,

Ed Soto

Enclosure(s)

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**ARTICLES OF INCORPORATION
OF
KENDALLWOOD PARK REPLAT BLOCK 2, LOTS 4 & 5
CONDOMINIUM ASSOCIATION, INC.**

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be **KENDALLWOOD PARK REPLAT BLOCK 2, LOTS 4 & 5 CONDOMINIUM ASSOCIATION, Inc.** and the principal place of business shall be 2460 S.W. 137th Avenue, Suite 238, Miami, Florida 33175. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws". The mailing address will be the same as the principal place of business.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Miami-Dade County, Florida, known as KENDALLWOOD PARK REPLAT BLOCK 2, LOTS 4 & 5 CONDOMINIUM ASSOCIATION, Inc.

**ARTICLE LOTS III
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV
POWERS**

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

Prepared by:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175
Tel: (305) 221-2110

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4.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provision of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments and either charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

(g) To enforce by legal means the provision of the Act, the Declaration, these Articles, the By-laws, and the rules and regulations for the use of the Condominium Property.

(h) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the

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members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

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

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE V **MEMBERS**

5.1 Membership. The members of the Association shall consist of all of the record Owners of Units in the Condominium as provided in the Declaration.

5.2 Voting. Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and By-Laws.

5.3 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VI **TERMS OF EXISTENCE**

The Association shall have perpetual existence.

ARTICLE VII **BOARD OF DIRECTORS**

7.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By laws, but which shall consist of not less than three (3) Directors or more than five (5) Directors.

7.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, 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 that is specifically required.

7.3 Election/Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

7.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-laws.

7.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Osvaldo Ochoa	2460 S.W. 137 th Avenue Suite 238 Miami, Florida 33175
Carmen L. Ochoa.	2460 S.W. 137 th Avenue Suite 238 Miami, Florida 33175
Martha Perez	2460 S.W. 137 th Avenue Suite 238 Miami, Florida 33175

ARTICLE VIII **INCORPORATOR**

The name and address of the person signing these Articles is Carmen L. Ochoa, 2460 S.W. 137th Avenue, Suite 238, Miami, Florida 33175.

ARTICLE IX **INDEMNIFICATION**

9.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made with respect of any claim, issue or matters to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent, that the court in which such action or suit was

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brought shall determine upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in the manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys fees) actually and reasonably incurred by him in connection therewith.

9.3 Approval. Any indemnification under Section 9.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 9.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or by a majority of the members.

9.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

9.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under any By- law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was servicing at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X
BYLAWS

The Board of Directors shall have the power to adopt, alter, amend or repeal By-Laws, in the manner provided in the By-Laws.

ARTICLE X
AMENDMENTS

Amendments to be made by the Developer until Association control is turned over.

ARTICLE XI
OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:	Oswaldo Ochoa
VICE-PRESIDENT:	Carmen L. Ochoa
SECRETARY:	Marta Perez
TREASURER:	Carmen L. Ochoa

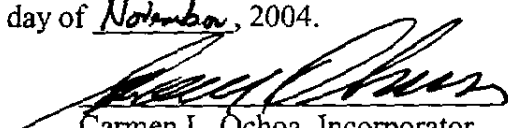
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ARTICLE XII
INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation is:

A&A Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 8th day of November, 2004.


Carmen L. Ochoa, Incorporator

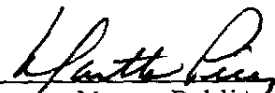
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared CARMEN L. OCHOA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

8th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of November, 2004.



My Commission Expires:

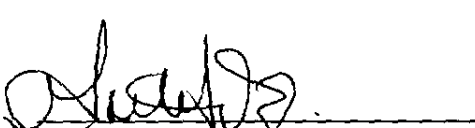

Notary Public
State of Florida at Large

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of KENDALLWOOD PARK REPLAT BLOCK 2, LOTS 4 & 5 CONDOMINIUM ASSOCIATION, Inc. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes.

Dated this 8th day of November 2004


Gretel Rodriguez, President
A&A Registered Agent, Inc.