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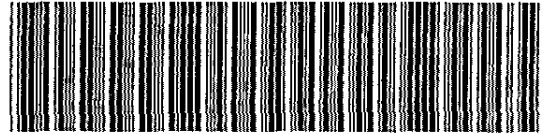
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12-11

Lyons and Smith, P.A.
Attorneys at Law

RICHARD W. LYONS
GARY V. SMITH *
MICHAEL D. LYONS

* BOARD CERTIFIED REAL ESTATE ATTORNEY

Of Counsel:
JAVIER J. RODRIGUEZ

REPLY TO:
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December 23, 2004

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: MIDTOWN CONDOMINIUM ON 62 STREET ASSOCIATION, INC.
OUR FILE NO: 04457

Dear Sir/Madam:

Enclosed herein please find the original and one copy of Articles of Incorporation of the above named corporation, together with original and copy of Resident Agent form, and our check in the amount of \$87.50 to cover the cost of filing same, a Certificate of Good Standing, and a certified copy of the Articles.

Please return a copy of the above to the undersigned after same has been filed. I understand a self-addressed return envelope is not necessary.

Should you have any questions, please don't hesitate to contact the undersigned.

Very truly yours,



GARY V. SMITH
gsmith@lyonsandsmith.com

GVS:mg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIDTOWN CONDOMINIUM ON 62 STREET ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles which are contained in the Declaration of Condominium ("Declaration") creating MIDTOWN CONDOMINIUM ON 62 STREET, shall have the meaning of such terms set forth in the Declaration.

ARTICLE I

NAME

The name of this Association shall be MIDTOWN CONDOMINIUM ON 62 STREET ASSOCIATION, INC., whose present address is 536 N.E. 62 Street, Miami, Florida 33138.

ARTICLE II

PURPOSE OF ASSOCIATION

The purpose for which this Association is organized is to maintain, operate and manage the Condominium and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Florida Statutes Chapter 718, Florida Statutes Chapter 607, and Florida Statutes Chapter 617 which are not in conflict with or limit the terms of the Declaration, these Articles and the By-Laws of the Act.

B. The Association shall have all of the powers of an owners association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. to make, establish and enforce reasonable Rules and Regulations governing the Condominium and the use of units;

2. to make, levy, collect and enforce Special Assessments and Annual Assessments against Owners and to provide funds to pay for the expenses of the Association and the

maintenance, operation and management of the Condominium in the manner provided in the Declaration, these Articles, the By-Laws and the Condominium Act and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;

3. to maintain, repair, replace and operate the Condominium in accordance with the Declaration, these Articles, the By-Laws and the Act;

4. to reconstruct improvements of the Condominium in the event of casualty or other loss in accordance with the Declaration;

5. to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and,

6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

ARTICLE IV

MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recordation of the Declaration, the Subscriber Members, rights and interests shall be automatically terminated and the owners, which in the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.

C. Membership in the Association shall be established by the acquisition of ownership of a Condominium Unit in the property as evidenced by the recording of all instrument of conveyance amongst the Public Records of Miami-Dade County, Florida, whereupon, the membership in the Association of the prior owner thereof, if any shall terminate. New Members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Condominium Unit.

E. With respect to voting, the Members as a whole shall vote. Each Condominium Unit with respect to all matters upon which owners (other than the Developer) are permitted or required to vote as set forth in the Declaration, these Articles or Bylaws shall be entitled to one vote for each Unit owned (unless altered pursuant to Declaration) which vote shall be

exercised and cast in accordance with the Declaration, these Articles and the By-Laws.

ARTICLE V

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBERS

The name and address of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GERALD TRAKTMAN	12301 N.E. 6 th Avenue, No. Miami, Florida 33161
RICARDO GRINBERG	12301 N.E. 6 th Avenue, No. Miami, Florida 33161
MICHAEL NICOLEAU	12301 N.E. 6 th Avenue, No. Miami, Florida 33161
PHIL GLASMAN	12301 N.E. 6 th Avenue, No. Miami, Florida 33161

ARTICLE VII

OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the Bylaws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

ARTICLE VIII

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Michael Nicoleau
Vice President:	Gerald Traktman
Second Vice President:	Phil Glasman
Secretary/Treasurer:	Ricardo Grinberg

The street address of the initial office of this corporation is 536 NE 62 Street, Miami, Florida 33138 and the name of the initial registered agent of this Corporation is Gary V. Smith.

ARTICLE IX

BOARD OF DIRECTORS

- A. The form of administration of the Association shall be by a Board of three (3) Directors.
- B. The names and addresses of the persons who are to serve as the first Board of Directors ("First Board") are as follows:

Michael Nicoleau
Gerald Traktman
Ricardo Grinberg
Phil Glasman

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

- C. The First Board shall serve until the "Initial Election Meeting," as hereinafter described, which shall be held sixty (60) days after the sending of notice by Developer to the Association that Developer voluntarily waives its right to continue to designate the members of the First Board, whereupon the First Board shall resign and be succeeded by the "Initial Elected Board" (as hereinafter defined).

- D. Within seventy-five (75) days after the Unit Owners, other than the Developer, are entitled to elect a member of the Board of Administration (Directors) of the Association, the Association, shall call, and give not less than sixty (60) days notice of an election for the members of the Board of Administration. The election shall proceed as provided in Florida Statutes Chapter 718.11-2 (2) (d). The notice may be given by any Unit Owner if the Association fails to do so. Upon election of the first Unit Owner, other than Developer, to the Board of Administration, the Developer shall forward to the Bureau of Condominiums the name and mailing address of the Unit Owner Board Member.

ARTICLE X

AMENDMENTS

- A. Prior to the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

- B. After the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended in the following manner;

- I. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Miami-Dade County, Florida.

D. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the right to designate and select the Directors as provided herein, without the prior written consent by Developer.

E. Except as otherwise provided in Section 718.110(4) and 718.110(8), notwithstanding anything contained herein to the contrary, while the Developer is entitled to appoint a majority of the Board of Directors, these Articles may be amended by a majority of the Board of Directors evidenced by a certificate of the association, provided that such Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Elements borne by the Unit Owners or change a Unit Owner's voting rights without the consent of the affected Unit Owners. Said Amendment need only be executed and acknowledged by the Association and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, (or any others, shall not be required.)

ARTICLE XI
REGISTERED AGENT

The name and address of the Initial Registered Agent is Gary V. Smith, Esquire, Lyons and Smith, P.A., 1230 NW 7 Street, Miami, FL 33125.

IN WITNESS WHEREOF, the Subscribers have hereunto affixed their signatures the day and year set forth below.

Dated: 12/17/04


GERALD TRAKTMAN

Dated: 12/17/04


RICARDO GRINBERG

Dated: 12/17/04


MICHAEL NICOLEAU

Dated: 12/17/04


PHIL GLASMAN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

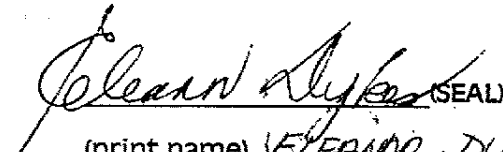
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Gerald Traktman, Ricardo Grinberg Michael Nicoleau and Phil Glasman, the Subscribers of Midtown Condominium on 62 Street Association, to me personally known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same of the purposes therein expressed, and who did take oaths.

WITNESS my hand and official seal in the County and State aforesaid, this 20th day of December, 2004.

My Commission Expires:



Eleanor Dykes
My Commission DD330001
Expires September 02, 2008

 (SEAL)
(print name) ELEANOR DYKES

ACKNOWLEDGMENT BY DESIGNATED (REGISTERED) AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THIS 22 DAY OF December, 2004.

BY: Gary V. Smith

GARY V. SMITH, ESQUIRE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 22 day of December, 2004, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, GARY V. SMITH, to me known to be the individual described in and who executed the foregoing instrument as registered agent to the Articles of Incorporation of MIDTOWN CONDOMINIUM ON 62 STREET ASSOCIATION, INC., a Florida non-profit corporation, and he severally acknowledged to me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State aforesaid on the day and year last above written.

Marilyn Gardner
Notary Public, State of Florida

print name: MARILEYN GARDNER.

My commission expires:



Marilyn Gardner
Commission #DD333897
Expires: Jun 29, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA