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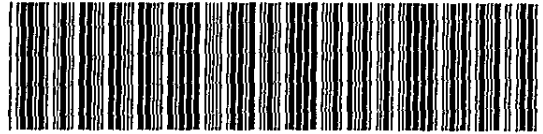
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**LAW OFFICES OF
JAMES M. HAMMOND**

JAMES M. HAMMOND

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
CLEARWATER, FL 33765

(727) 791-0044
FAX (727) 791-1130

December 30, 2004

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of Monticello Professional Center, Inc.

Dear Sir/Madam:

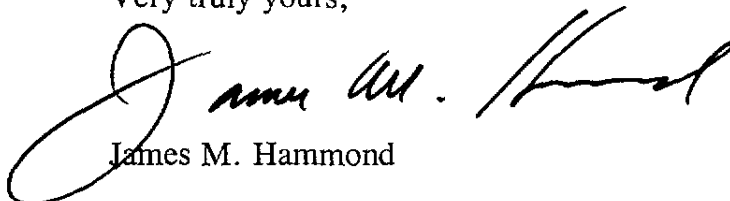
In enclose herein an original and copy of Articles of Incorporation and Certificate Designating and Acceptance of Registered Agent for the above-named corporation. In addition, my check no. 7837 in the amount of **\$78.75** representing the following fees is enclosed:

Filing Fee	\$35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	<u>\$35.00</u>
Total	\$78.75

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,



James M. Hammond

JMH\cmj
Encl.

**ARTICLES OF INCORPORATION
OF
MONTICELLO PROFESSIONAL CENTER, INC.
A Florida Not-For-Profit Corporation**

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DIVISION OF CORPORATIONS
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I, the undersigned, with other persons being desirous of forming a corporation not-for-profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of the corporation (called the Association) shall be MONTICELLO PROFESSIONAL CENTER, INC.

ARTICLE II

OBJECT

The general nature or the object of the corporation shall be to promote the beauty of and maintain in Jefferson County, Florida, an attractive development (to be known as "MONTICELLO PROFESSIONAL CENTER") for the benefit of its members and to maintain the Common Areas and Common Facilities.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes.

ARTICLE III

POWERS

In addition to all powers conferred upon a Florida corporation under Ch. 617, Fla. Stat., the powers of the corporation shall include the following:

- (a) To own, maintain and operate the Common Areas and Common Facilities.
- (b) To have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to the following:
 - (1) To make and collect assessments against Members to defray the costs of the corporation.

- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To provide for the maintenance, repair, and replacement of the Common Areas and Common Facilities and building and roof exteriors and operation of the corporation.
- (4) To provide for the reconstruction of improvements after casualty and the further improvement of the Common Areas and Common Facilities in MONTICELLO PROFESSIONAL CENTER.
- (5) To make and amend reasonable regulations respecting the use of the Common Areas and Common Facilities.
- (6) To contract for the management and maintenance of the Common Areas and Common Facilities and to delegate to such contractor all powers and duties of the corporation as are necessary to perform same.

ARTICLE IV

MEMBERSHIP

The qualifications of members, the manner of their admission and voting by members shall be as follows:

- (a) All Owners of a "Lot" as defined in the "Declaration of Covenants, Conditions and Restrictions" in MONTICELLO PROFESSIONAL CENTER shall be entitled to membership.
- (b) Membership in the corporation shall be established by the recording in the Public Records of Jefferson County, Florida, of a deed or other instrument vesting in the member record title to a "Lot" in MONTICELLO PROFESSIONAL CENTER. Said membership shall terminate upon the recording of a deed or other instrument which terminates the member's record title to a "Lot" in MONTICELLO PROFESSIONAL CENTER.
- (c) The share of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his "Lot."
- (d) The voting rights of the Membership shall be appurtenant to the ownership of a Lot. However, until the Developer has sold or transferred all Lots and improvements therein to a third party purchaser(s) (non-affiliate(s) of Developer); or the same are not being held for sale in the ordinary course of business; or until ten (10) years from the execution of this Declaration; or until the Developer shall voluntarily relinquish control, through a written and recorded supplemental declaration, whichever event shall occur first, non-Developer owner(s)/member(s) shall have no voting rights, and

Developer shall retain 100% control of the Association, including 100% control of the Board of Directors therein.

- (e) Voting on all matters except the election of directors shall be by voice vote or by show of hands unless a majority of the total votes represented at the meeting shall, prior to voting on any matter, demand a ballot vote on that particular matter. Where directors or officers are to be elected, the solicitation of proxies for such elections may be conducted by mail. Unless otherwise stated in the Articles of Incorporation or Bylaws, the majority vote shall control. However, and notwithstanding anything to the contrary herein this Declaration, and as referred to immediately above in sub-paragraph (d), the Developer shall retain 100% control of the Association, including 100% control of the Board of Directors therein, until such time that one of the events occurs as described immediately above in sub-paragraph (d).
- (f) In any meeting of Members, each Unit owner shall be entitled to that amount of votes determined on a prorata basis of the square footage of his particular Unit to the total square footage of all Units in MONTICELLO PROFESSIONAL CENTER. (By way of an example, should 5,000 total square feet of building space be created, and the total votes established for the Association is 100 votes, and one Unit owner had 2,000 square feet thereof, that Unit owner would be entitled to 2/5ths of the voting rights collectively or 40 votes).

The Developer is **The Calvary Corporation**, a Florida corporation.

ARTICLE V

TERM

This corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

- (a) The business affairs of this corporation shall be managed by the Board of Directors.
- (b) This corporation shall have three (3) members of the board initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).
- (c) Directors of the Association shall be elected at the annual meeting of members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

- (d) The first election of directors shall be held at the time one owner other than the Developer owns a Lot. The directors named in these articles shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.
- (e) Directors need not be members of the Association.

ARTICLE VII

OFFICERS

- (a) The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer.
- (b) The officers shall be elected by the Board of Directors 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.
- (c) The officers shall have such duties, responsibilities and powers as provided in the Bylaws.

ARTICLE VIII

BYLAWS

The membership shall adopt Bylaws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by a majority vote of the members of the Association.

ARTICLE IX

AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than the majority of the entire membership of the Board of Directors and a majority of the members of the Association, or by not less than unanimous vote of the entire membership of the Association. Any amendment to these articles will be voted upon only after notice of any meeting as required by the Bylaws of the Association.

ARTICLE X

INITIAL PLACE OF BUSINESS

The principal place of business and the mailing address for this corporation shall be: 1831 N. Belcher Road, Suite G-3, Clearwater, Florida 33765.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765 and the name of the initial registered agent of the Association at that address is James M. Hammond, Esq.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

James K. Krivacs

1831 N. Belcher Road, Suite G-3
Clearwater, Florida 33765

ARTICLE XIII

BUDGET

The Association shall adopt an annual budget for anticipated common expenses and/or reserves for operation, maintenance, replacement, repair, acquisition of the common properties or facilities of the Association, and may adopt special assessments from time to time and shall be payable as provided in the Bylaws for the Association. The original Developer is exempt from payments on original Lots owned by Developer.

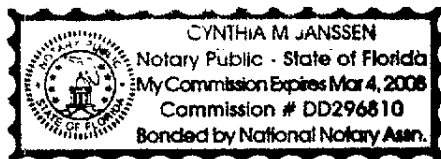
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 29 day of December, 2004.


JAMES K. KRIVACS, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of December, 2004,
by JAMES K. KRIVACS, who is personally known to me or who has produced _____
as identification and who did not take an oath.

Cynthia M Janssen
Notary Public
My Commission Expires:



Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statute §617.0202, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **Monticello Professional Center, Inc.**
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 29, 2004.


JAMES M. HAMMOND

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