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CORPORATION SVC CO

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FLORIDA NON-PROFIT CORPORATION

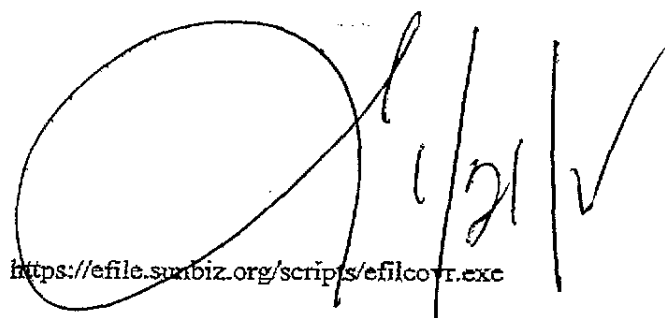
MIRASOL TOWN SQUARE PROPERTY OWNERS ASSOCIATION, INC

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CORPORATION SVC CO

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FLORIDA

NO. 487 OF P. 2th



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 20, 2005

RESUBMIT

CORPORATION SERVICE COMPANY

SUBJECT: MIRASOL TOWN SQUARE PROPERTY OWNERS ASSOCIATION, INC.
REF: W05000002980

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SOCIATION, INC.

ARTICLES OF INCORPORATION
of
MIRASOL TOWN SQUARE PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

The undersigned executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name of the Corporation ("*Corporation*" or "*Association*") is Mirasol Town Square Property Owners Association, Inc. and its mailing address and principal place of business is C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410.

ARTICLE II

PURPOSES

The purpose of this Corporation is to own, lease, maintain, operate, and administer certain property within or related to Mirasol Town Square, Palm Beach Gardens, Florida, and to carry out its rights and duties set forth in the corresponding Declaration of Covenants for such property ("*Declaration*").

ARTICLE III

DEFINITIONS

The definitions set forth in the Declaration shall apply to these Articles of Incorporation.

ARTICLE IV POWERS AND LIMITATIONS

A. The Corporation shall have the power:

1. To own, lease, operate, maintain, and administer the Common Areas, and other property within or related to Mirasol Town Square in accordance with the Declaration.
2. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within Mirasol Town Square.
3. To carry out all the powers and duties vested in the Corporation pursuant to these Articles of Incorporation and the Bylaws, and pursuant to the Declaration.
4. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of §§617 and 607,

Florida Statutes.

5. To engage professional management agents to manage its affairs, and pay a fee therefor.

6. To grant easements and leases to any Person or entity over, under, through, and across the Common Areas, for or without compensation to the Corporation, without any need to obtain the approval or joinder of any Owner, Institutional Mortgagee or lienholder, to the extent permitted by the Declaration.

7. To assess members of the Association, and enforce such Assessments in accordance with the Declaration.

B. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

C. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation, subject to the terms of the Declaration.

D. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE V CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least one hundred percent (100%) of the total Voting Rights in Mirasol Town Square and, after receipt of the appropriate decree of dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, or statute of similar import.

ARTICLE VI QUALIFICATIONS

1. All Owners in Mirasol Town Square shall be members of the Corporation. An Owner shall automatically be a member of the Corporation upon the recording in the Public Records of the County a document evidencing the Owner's fee simple title to a Parcel.

2. Each Owner is entitled to the number of Voting Rights equal to the number of square feet of professional office space and retail and restaurant space allocated to the Parcel in the Site Plan, divided by the total number of square feet of professional office space and retail restaurant space

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allocated to all Property in the Site Plan. The term "Site Plan" shall have the meaning assigned in the Declaration of Covenants for Mirasol Town Square.

ARTICLE VII DIRECTORS

1. The business of the Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than five (5) directors. The initial Board of Directors shall consist of three (3) directors.

2. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws.

3. The directors shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever occurs first, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws.

ARTICLE VIII OFFICERS

The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, Treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The initial officers of the Corporation shall be as follows:

John C. Bills	President	C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410
Wayne H. Babb	Vice-President	C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410
John Clark Bills	Secretary Treasurer	C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410

ARTICLE IX NAMES AND POST OFFICE ADDRESSES OF DIRECTORS

The names and addresses of the members of the first Board of Directors who shall hold office

pursuant to the terms and provisions of the Articles of Incorporation and Bylaws shall be:

John C. Bills	C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410
Wayne H. Babb	C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410
John Clark Bills	C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410

ARTICLE X
BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI
INDEMNIFICATION

1. The Corporation shall indemnify and hold harmless any director, officer or member of a corporate committee created or arising under the Bylaws, the Articles of Incorporation or the Declaration, collectively referred to herein as the "Indemnitees" and individually referred to herein as an "Indemnitee," made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including, but not limited to, any action by the Corporation), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his or her capacity as an officer, director or member of a corporate committee. In any such action, the Corporation shall indemnify and hold the Indemnitee harmless from and against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including, but not limited to, attorneys' fees, actually incurred by the Indemnitee as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnitee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnitee acted with gross negligence or willful misconduct.

2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a director, officer, or member of a corporate committee, and shall inure to the benefit of the heirs, executors, and administrators of such Indemnitee. References herein to directors, officers and members of corporate committees shall include not only current directors and officers, but former directors, former officers and former members of corporate committees as well.

3. The Corporation shall have the power to purchase and maintain insurance on behalf of

any person who is a director or officer of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled under Florida law. In particular, the Corporation shall also indemnify (and advance costs to) the Indemnitees to the full extent allowed under any applicable statute (including, but not limited to, §617.0831, Florida Statutes).

ARTICLE XII
TRANSACTIONS IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the members.

2. Common or interested directors may be counted in determining the presence of quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

3. No director or officer of the Corporation shall incur liability merely by reason of the fact that he or she is, or may be interested in any such contract or transaction.

ARTICLE XIII
AMENDMENTS

1. These Articles of Incorporation may be amended upon the affirmative consent of at least

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fifty percent (50%) of all of the Voting Rights, at a regular or special meeting called for that purpose by an amendment signed and acknowledged by the President or Vice President and the Secretary of the Corporation and which contains an affidavit by an officer of the Board certifying that the necessary affirmative vote of the Owners has been obtained; provided, however, any amendment to the assignment or calculation of Voting Rights shall require unanimous consent of all Voting Rights.

2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator of the Articles of Incorporation is Wayne H. Babb, at John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410, Palm Beach Gardens, FL 33410

ARTICLE XV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is C/O John C. Bills Enterprises, 3950 RCA Boulevard, Ste. 5000, Palm Beach Gardens, FL 33410, Palm Beach Gardens, FL 33410, and the name of the initial registered agent of this Corporation is Wayne H. Babb.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Incorporator:

Date: 1.12, 2005


Wayne H. Babb

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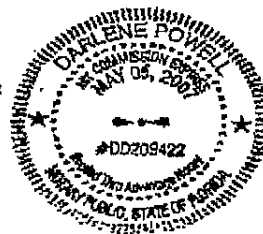
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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13 day of January, 2005, by Wayne H. Babb, who is personally known to me or who has produced a Florida driver's license as identification.

Darlene Powell, Notary Public, Commission No. DD209422

Darlene Powell, Name of Notary, typed, printed or stamped



REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

Wayne H. Babb

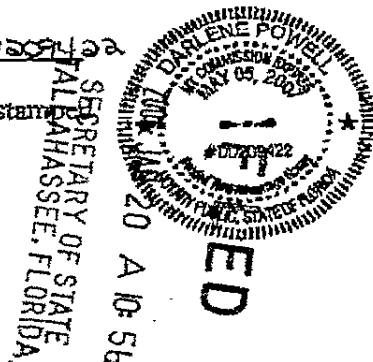
STATE OF FLORIDA
COUNTY OF PALM BEACH

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Darlene Powell, Notary Public, Commission No. DD209422

Darlene Powell, Name of Notary, typed, printed or stamped

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