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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

villa venezia homeowners' association, inc.

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ARTICLES OF INCORPORATION
OF
VILLA VENEZIA HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned incorporators by these articles associate themselves for the purpose of forming a corporation not for profit under the laws of the state of Florida, and adopt the following articles of incorporation:

ARTICLE I. NAME AND ADDRESS

The name of this corporation is VILLA VENEZIA HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

The street address of the initial principal office of the association is 1121 Bel Air Drive, Highland Beach, Florida 33487.

ARTICLE II. TERM OF EXISTENCE

The association shall have perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of providing an entity under the Florida Homeowners' Association Act ("the Act") for the operation of a community located in Palm Beach County, Florida, and known as VILLA VENEZIA ("the community"), to be created under the declaration of covenants ("the declaration").

ARTICLE IV. MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this association is 100 NE Fifth Avenue, Suite A-1, Delray Beach, Florida 33483 and the name of the initial registered agent of this association at that address is David W. Schmidt.

David W. Schmidt, Esq.
100 NE Fifth Avenue
Delray Beach, FL 33483
Fla. Bar No. 355062

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AND
NOTICE

ARTICLE VI. BOARD OF DIRECTORS

The number of persons constituting the first board of directors shall be three and their names and addresses are as follows:

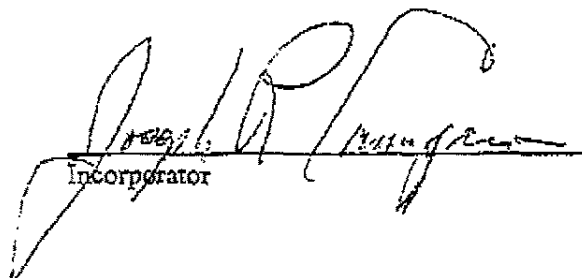
| NAME | ADDRESS |
|-----------------------|---|
| Joseph R. Cannizzaro | 1121 Bel Air Drive, #4 Highland Beach, Florida 33487 |
| Dolores M. Cannizzaro | 1121 Bel Air Drive, #4 Highland Beach, Florida 33487 |
| David W. Schmidt | 100 NE Fifth Avenue, Suite A-1 Delray Beach, Florida 33483 |

The names and addresses of the incorporator to these articles is as follows:

| NAME | ADDRESS |
|----------------------|---|
| Joseph R. Cannizzaro | 1121 Bel Air Drive, #4 Highland Beach, Florida 33487 |

The method of election of directors is provided in the bylaws.

IN WITNESS WHEREOF the undersigned incorporator has executed these articles of incorporation on January 28, 2005.


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Joseph R. Cannizzaro, who is personally known to me and who was sworn and says that the foregoing is true.

Sworn to before me on January 26, 2005.

David W. Schmidt

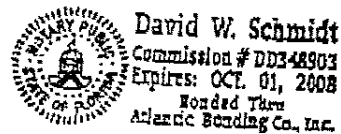
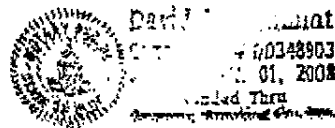
NOTARY PUBLIC -- STATE OF FLORIDA

Print Name:

Commission No.:

My Commission Expires:

(Seal)



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First-that VILLA VENEZIA HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named David W. Schmidt, located at 100 N.E. Fifth Avenue, Delray Beach, Florida 33483, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

David W. Schmidt

David W. Schmidt
Registered Agent

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