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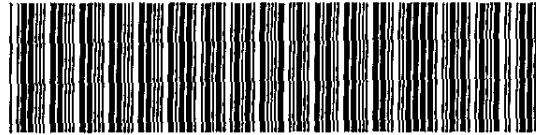
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PLEASE REPLY TO:
FORT LAUDERDALE

SUITE 400 EAST
1900 CORPORATE BOULEVARD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 988-2532

March 28, 2005

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
BENTLEY AT VICTORIA PARK ASSOCIATION, INC.

Dear Sirs/Madams:

Enclosed please find two originals of the Articles of Incorporation regarding the above-referenced corporation.

Also enclosed please find our check made payable to the Secretary of State in the amount of \$78.75 representing payment of the filing fee (\$35.00), registered agent designation (\$35.00), and a certified copy (\$8.75) for said corporation.

Please return a certified copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope as soon as possible.

Very Truly Yours,
G. CARLTON MARLOWE, P.A.

G. Carlton Marlowe

G. Carlton Marlowe, Esq.

GCM/kb
Enclosures

ARTICLES OF INCORPORATION
OF
BENTLEY AT VICTORIA PARK ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

05 MAR 30 PM 2:32

The undersigned Incorporator, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts these Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is BENTLEY AT VICTORIA PARK ASSOCIATION, INC., hereinafter the "Association".

ARTICLE II - ADDRESS

The initial address of the Association is 701 E. Commercial Boulevard, Suite 100, Ft. Lauderdale, Florida 33334.

ARTICLE III - PURPOSE

The purposes for which the Association is formed are to (a) provide the entity responsible for enforcing and administering the Declaration of Covenants, Restrictions and Easements for Bentley at Victoria Park (the "Declaration"), to be recorded in the Public Records of Broward County, Florida, and (b) own and/or operate and maintain the common area property, if any, within the Community (as defined in the "Declaration") for the use and enjoyment of all members of the Association.

ARTICLE IV - DEFINITIONS

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

ARTICLE V - POWERS AND DUTIES

In furtherance of its purposes, the Association shall have the powers and duties, expressed or implied, existing under these Articles, the By-Laws adopted by the Association (the "Bylaws"), the Declaration, or as otherwise provided by statute or law.

ARTICLE VI - MEMBERSHIP

The members of the Association (the "Members") shall consist of each and every record owner of a townhome unit within the Community, membership shall be appurtenant to and may

not be separated from ownership of a townhome unit. Transfer of membership in the Association shall be in the manner provided by in the Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board of Directors consisting of not less than three (3) Directors. The initial members of the Board of Directors shall serve until the first annual meeting of the Members. So long as Declarant shall have a right to appoint all of the Board of Directors, Directors need not be Members of the Association and need not be residents of the Community; thereafter, Directors shall be Members of the Association, except for those who are appointed by the Declarant.

The first annual meeting of the Members shall be at the call of the Declarant. At the first annual meeting of the Members, an election (or appointment, as the case may be) of the three (3) members of the Board of Directors shall be held. Election shall be 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 in the Bylaws.

The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members, and until their successors are elected and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
G. CARLTON MARLOWE	701 E. Commercial Boulevard, Suite 100 Ft. Lauderdale, FL 33334
SAM S. CALIENDO	3350 Boca Raton Boulevard, Suite A44 Boca Raton, FL 33431
JOSEPH T. MANGANO	3350 Boca Raton Boulevard, Suite A44 Boca Raton, FL 33431

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board at its first meeting and following each annual meeting of the Members and they shall serve at the Board's pleasure. The Bylaws may provide for the removal of officers, the filling of vacancies and the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are duly elected and qualified are:

President:	SAM S. CALIENDO 3350 Boca Raton Boulevard, Suite A44 Boca Raton, FL 33431
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Secretary/Treasurer: G. CARLTON MARLOWE
701 E. Commercial Boulevard, Suite 100
Ft. Lauderdale, FL 33334

ARTICLE IX - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, to which he may be a party, or in which he may become involved by reason of his being, or having been, a Director or Officer of the Association; whether or not he is a Director or Officer at the time such expenses are incurred. However, said indemnification will not apply if the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE X - BYLAWS

The first Bylaws of the Association shall be adopted by the members of the Board of Directors designated herein. Thereafter, the Bylaws may be altered, amended or rescinded by the directors and Members in the manner provided in the Bylaws. There shall be no change to the Bylaws, however, which shall abridge, amend or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

(a) The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to a vote at a meeting of the Members.

(b) Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

(c) Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the Members.

(d) An Amendment to these Articles of Incorporation may be made, without a meeting, by a written statement signed by all Members eligible to vote in lieu of the above procedure.

(e) The Articles shall not be amended in any manner which shall prejudice the rights of any institutional mortgagee without the prior written consent of such institutional mortgagee.

ARTICLE XII - DURATION

The Association shall exist perpetually.

ARTICLE XIII - INITIAL, REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent for the Association is:

G. CARLTON MARLOWE
701 E. Commercial Boulevard, Suite 100
Ft. Lauderdale, FL 33334

ARTICLE XIV - INCORPORATOR

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

G. CARLTON MARLOWE
701 E. Commercial Boulevard, Suite 100
Ft. Lauderdale, FL 33334

IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature to these Articles of Incorporation, this 28th day of March, 2005.

G. Carlton Marlowe
G. CARLTON MARLOWE

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for BENTLEY AT VICTORIA PARK ASSOCIATION, INC., a Florida not-for-profit corporation, at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in that capacity.

G. Carlton Marlowe

G. CARLTON MARLOWE

Date: 3/28/05

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