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TALLAHASSEE, FLORIDA

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BWK

Frederick B. Spiegel
Attorney and Counselor At Law

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Miami Beach, FL 33139

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September 28, 2005

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: New Corporation Filing with return of Certified Copy
2200 Wickham Bus. Park Owners Assoc., Inc.

Ladies and Gentlemen::

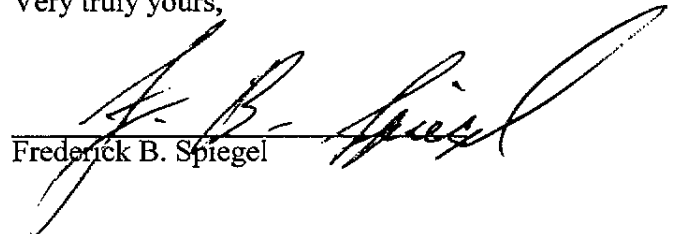
Enclosed please find an original and copy of the articles of incorporation and my check in the amount of \$78.75. Filing Fees \$ 35.00 Registered Agent Designation \$ 35.00 * Certified Copy \$ 8.75 for a TOTAL of \$ 78.75 .

If there is any problem with the immediate filing of this Corporation please call me collect.

Please return the certified copy by Federal Express. I have enclosed a pre-addressed air bill.

Thank you for your help in this matter.

Very truly yours,


Frederick B. Spiegel

ARTICLES OF INCORPORATION
OF
2200 WICKHAM BUS. PARK OWNERS ASSOC., INC.
(A Corporation Not-for-Profit)

ARTICLE I. NAME

The name of this corporation shall be 2200 WICKHAM BUS. PARK OWNERS ASSOC., INC., hereinafter referred to as the "Association".

ARTICLE II. PURPOSE

The Association is organized as a corporation not-for-profit under the terms and provisions of Chapter 617, Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation, maintenance and enforcement of the "DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS FOR PLAT OF 2200 WICKHAM BUSINESS PARK SUBDIVISION" (hereinafter referred to as the "Declaration") and to hold title to the Common Area pursuant to the Declaration. The Declaration shall be recorded in the Public Records of Brevard County, Florida. The Association shall pay no dividend, and shall distribute no part of its income to its Members, Directors or Officers. Nevertheless, the Association may pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, and it may confer benefits upon its members in conformity with the purposes of the Association. Upon termination of the "Declaration", the Association may make distributions to its members as permitted by law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE III. POWERS AND DUTIES

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the purposes of the Association, the terms of these Articles, and the "Declaration".

Section 2. The Association shall have all of the powers and duties set forth in the Declaration, and all of the powers and duties reasonably necessary to operate the Association pursuant to the "Declaration" as presently drafted and as it may be amended from time to time.

ARTICLE IV. MEMBERS

Section 1. The members of the Association shall consist of all of the Owners of record of any portion of the Lots described in the "Declaration" (hereinafter referred to as a "Lot").

Section 2. Change of ownership of a "Lot" shall be established by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing record title to a "Lot" and the delivery to the Association of a true copy of such instrument. The new Owner designated by such instrument shall thereupon become a member of the Association and the membership of the

prior Owner shall be terminated.

Section 3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a "Lot".

Section 4. In connection with the membership in the Association, on all matters upon which the membership is entitled to vote, the Owner(s) of each Lot shall be entitled to one vote per Lot. The manner of exercising voting rights shall be determined by the "Declaration".

ARTICLE V. BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Association shall be managed by a Board of Directors. The number of Directors may be changed from time to time as provided by the Bylaws, but their number shall never be less than three (3). With the exception of the initial Board, Directors shall be elected from among the Owners. If an Owner shall be a corporation, partnership or trust, then an officer or partner or beneficiary of such Owner may qualify as a Director.

Section 2. Directors shall be designated or elected and removed and vacancies on the Board of Directors shall be filled from time to time or at annual meetings.

SECTION VI. OFFICERS

Section 1. The affairs of the Association shall be administered by one or more officers which may be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer.

Section 2. The names of the persons who are to serve as officers of the Association until the election or appointment of their successors are:

OFFICE

NAME

President/Secretary

FREDERICK B. SPIEGEL

Section 3. The officers shall be elected at each annual meeting of the Board of Directors, and each shall serve until his successors is chosen and qualified, or until his earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the "Declaration" and the Florida Statutes.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in

connection with any proceeding or 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, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Directors or officers may be entitled. The Board of Directors may, and, if reasonably available, shall purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Association as part of the Common Expense.

ARTICLE VIII. BYLAWS

Bylaws of the Association may be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the members of the Association as provided in the Bylaws.

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the members or the Board of directors at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment to these Articles of Incorporation may be proposed either by the Board of Directors or by a member. Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must receive the affirmative approval of all of the members of the Association.

Section 3. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members. No amendment that is in conflict with the "Declaration" shall be made, or, if made, shall be of any force and effect.

ARTICLE X. EXISTENCE AND DURATION:

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface or stormwater management system must be transferred to and accepted by an entity which would comply with section 40C-42.027, Florida Administrative Code. and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

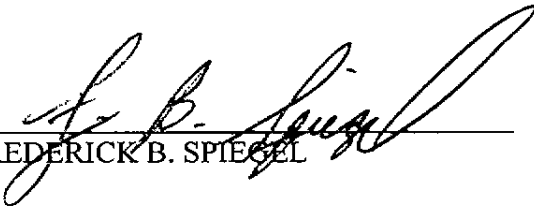
The street address of the initial registered office of this Association is 21 Palm Avenue, Miami Bch., Florida 33139, and the name of the initial registered agent of this Association located at that address is FREDERICK B. SPIEGEL. The Association retains the privilege of having its office and branch office at other places within the State of Florida.

INCORPORATOR(S)

The name and address of the incorporator(s) is:

FREDERICK B. SPIEGEL
21 Palm Avenue, Miami Bch., Florida 33139

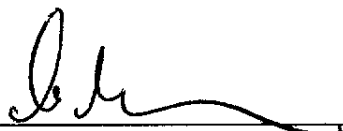
IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, the undersigned, constituting the incorporator(s) hereof, have executed these Articles of Incorporation on this 28th day of September, 2005.



FREDERICK B. SPIEGEL

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of September, 2005, by FREDERICK B. SPIEGEL.



Notary Public, State of Florida

My Commission Expires:



Ira Newman
My Commission DD360823
Expires September 05, 2008

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

FILED
05 SEP 30 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2200 Wickham Bus. Park Owners Assoc., Inc., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal place of business and registered office at 21 Palm Ave., Miami Bch., Florida, has named Frederick B. Spiegel, located at 21 Palm Avenue, Miami Bch., Florida 33139, as its Agent to accept service of process within Florida.

2200 WICKHAM BUS. PARK OWNERS ASSOC., INC

By: _____

Frederick B. Spiegel President

Date: September 28, 2005

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and the keeping open of said office.

Frederick B. Spiegel

Date: September 28, 2005