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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

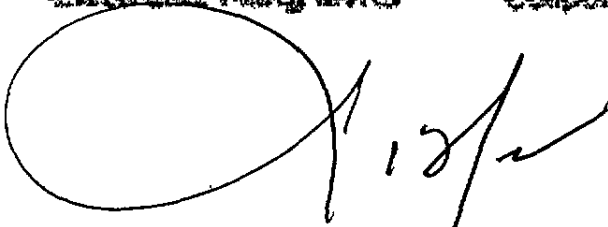
card sound condominium association, inc.

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November 30, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CARD SOUND CONDOMINIUM ASSOCIATION, INC.
REF: W05000053013

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000076474.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
NEW FILINGS

FAX Aud. #: H05000274239
Letter Number: 105A00069770

P.O BOX 6327 - Tallahassee, Florida 32314

H05 000274239



November 30, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Claretha Golden, Document Specialist, New Filings
Re: Card Sound Condominium Association, Inc.
Ref: W05000053013

Dear Ms. Golden:

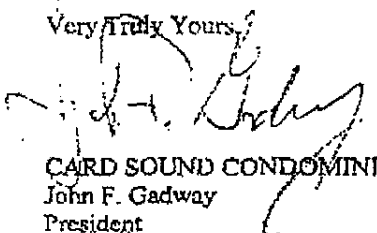
Pursuant to your letter of November 30, 2005, copy attached, please be advised that I, John F. Gadway, have no intention of re-instating the profit corporation named Card Sound Condominium Association, Inc.

I voluntarily dissolved that corporation in order to re-file the name of the corporation as a not-for-profit corporation. I have released the name Card Sound Condominium Association, Inc. in order to re-file the corporation as a not-for-profit corporation.

The document number for the dissolved corporation is P04000076474.

Please accept the new filing of Card Sound Condominium Association, Inc., a not-for-profit corporation.

Very Truly Yours,


CARD SOUND CONDOMINIUM, INC.
John F. Gadway
President

27707 South Dixie Highway Miami, Florida 33032 Tel: (305) 740-6464

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT

H05000274239

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This instrument prepared by:
Maryvel De Castro Valdes, Atty.
FL BAR #712841
Silver & Silver
108 South Miami Avenue
2nd Floor
Miami, Florida 33130

CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CARD SOUND CONDOMINIUM ASSOCIATION, INC.

A Florida not-for-profit corporation

In order to form a corporation under the Laws of Florida for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation that end we do, by these Articles of Incorporation set forth:

ARTICLE I

The name and principal address of the corporation shall be:

CARD SOUND CONDOMINIUM ASSOCIATION, INC.
27707 South Dixie Highway
Miami, Florida 33032

ARTICLE II

The purpose and objects of the Condominium Association shall be to administer the operation and management of Card Sound Condominiums, (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon certain land situated in Miami-Dade County, Florida (the "Land"); and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Condominium Association which will be adopted (the "Bylaws") and the Declaration of Condominium (the "Declaration"), which will be recorded in the Public Records of Miami-Dade County, Florida, if, as and when the Land, and the improvements constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the

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administration of the Condominium. The Condominium Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

The Condominium Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Condominium Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units and Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Condominium Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the Bylaws; including the right to levy and collect assessments for the purpose of acquiring, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including the Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property including the right to reconstruct improvements after casualty and further to unprove and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate powers and duties of the Condominium Association to the extent and in the manner permitted by the Declaration, the Bylaws and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to imposed upon the Condominium Association in the Declaration and the Act.

ARTICLE IV

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

A. The record Owners of all units in the Condominium from time to time shall be members of the Condominium Association and no other persons or entities shall be entitled to membership, except as provided for herein.

B. Membership shall be established by the acquisition of fee title to a unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more units at any time which such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Condominium Association cannot be assigned, hypothecated, transferred or encumbered in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Condominium Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the Owner(s) of each Unit as will be provided for in the Bylaws.

E. Until such time as the Condominium is established by recordation of the Declaration, the membership of the Condominium Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE V

The Condominium Association shall have perpetual existence.

ARTICLE VI

The principal office of the Condominium Association shall be located in Florida, but the Condominium Association may maintain offices and transact business in such places within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII

The affairs of the Condominium Association shall be managed by the President of the

Condominium Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers (collectively the "Officers"), subject to the directions of the Board of Directors. The Board of Directors, or the President with approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial or supervisory personnel or entity to administer or assist the administration of the operation and management of the Condominium and the affairs of the Condominium Association, and any and all such persons and/or entities may be so employed without regard to whether any such person or entity is a member of the Condominium Association or a Director or officer of the Condominium Association, as the case may be.

ARTICLE VIII

The number of members of the first Board of Directors, who shall serve until their successors are designated by developer or elected at the first annual meeting of the Condominium Association following recordation of the Declaration of Condominium, shall be three (3). The number of members of succeeding Board of Directors shall also be three, or as otherwise provided from time to time by the Bylaws, and they shall be elected by Second Home Development, Inc., a Florida corporation (the "Developer"), or the members of the Condominium Association at the annual meetings of the membership as provided by the Bylaws. Each of the members of all succeeding Boards of Directors shall be members of the Condominium Association or shall be authorized representatives, officers, or employees of a corporate member of the Condominium Association, except for those Directors who are appointed by the Developer.

ARTICLE IX

The Board of Directors shall elect and may by majority vote separate or remove from office the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of the President and Secretary or Assistant Secretary be held by the same person.

ARTICLE X

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and Bylaws, shall hold office until the first annual meeting of the Condominium Association after recordation of the Declaration of Condominium, and thereafter, until their successors are selected and have qualified, are as follows:

Name

Address

SEGUNDO J. RODRIGUEZ 27707 South Dixie Highway, Miami, FL 33032
JOHN F. GADWAY 27707 South Dixie Highway, Miami, FL 33032
GLORIA A. HERNANDEZ 27707 South Dixie Highway, Miami, FL 33032

ARTICLE XI

The name(s) and address(es) of the incorporator(s) of the corporation is/are:

<u>Name</u>	<u>Address</u>
GLORIA A. HERNANDEZ	27707 South Dixie Highway, Miami, FL 33032

ARTICLE XII

The officers of the Condominium Association who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have been qualified, shall be the following:

President	SEGUNDO J. RODRIGUEZ
Vice-President	JOHN F. GADWAY
Secretary/Treasurer	GLORIA A. HERNANDEZ

ARTICLE XIII

The name and the Florida street address of the registered agent is GLORIA A. HERNANDEZ, whose post office address is 27707 South Dixie Highway, Miami, FL 33032.

ARTICLE XIV

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XV

The corporation shall indemnify any officer or director to the full extent permitted by law.

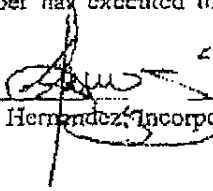
ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these

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Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17 day of November, 2005.


Gloria A. Hernandez, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Gloria A. Hernandez to me well known to be the person who executed the foregoing Article of Incorporation, and she acknowledged to me that she executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 17 day of November, 2005.

My Commission Expires:

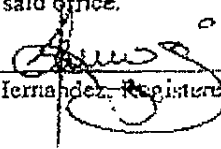

NOTARY PUBLIC



Samuel D. Puglisi
Commission # DD174690
Expires Dec. 30, 2006
Asst. Notary
1-800-350-5161

ACKNOWLEDGEMENT OF REGISTERED AGENT

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


Gloria A. Hernandez, Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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