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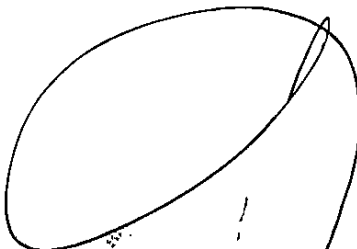
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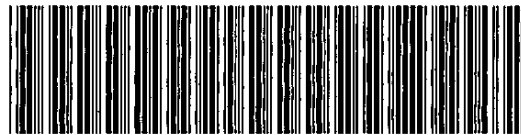
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ARTICLES OF INCORPORATION
OF
THE FT. MYERS COMMERCE PARK CONDOMINIUM ASSOCIATION, INC.

FT. MYERS COMMERCE PARK, LLC, a Florida limited liability company, being desirous of forming a corporation not for profit under the provisions of F.S. Chapter 617, states as follows:

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be THE FT. MYERS COMMERCE PARK CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, (hereinafter referred to as the "Association"). The street address of the initial principal office of the Association, which is also the mailing address of the Association is: 240 N. Washington Blvd., Suite 420, Sarasota, FL 34236.

ARTICLE II
PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of F.S. Chapter 617, and is a condominium association, as referred to and authorized by F.S. Section 718.111. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium located in Lee County, Florida, known as THE FT. MYERS COMMERCE PARK, a Condominium (hereinafter referred to as the "Condominium"). The Declaration of Condominium, and any amendments thereto, whereby the Condominium has been or will be created is hereinafter referred to as the Declaration. The developer of the Condominium is Ft. Myers Commerce Park, LLC, a Florida limited liability company (hereinafter referred to as "Developer").

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

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 Declaration and F.S. Chapter 718, hereinafter referred to as the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association, or the Declaration.

ARTICLE IV
LIMITATIONS OF ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

ARTICLE V
TERM OF EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

ARTICLE VI
MEMBERS

Every record owner of legal title to a unit in the Condominium shall be a member of the Association; provided, however, in the event of termination of the Condominium, members shall be those persons or other legal entities who are members at the time of such termination, their successors and assigns. Each member shall promptly deliver to the Association a copy of the duly recorded instrument establishing an ownership interest in a unit in the Condominium and shall obtain a written acknowledgment of said delivery signed by an officer of the Association. Membership in the Association shall be terminated automatically when the ownership interest supporting said membership vests in another person or entity.

Prior to the recording of the Declaration in the Public Records of Lee County, Florida, the incorporator shall constitute the sole member of the Association.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by the Board of Directors.

Section 2. This Association shall have three (3) directors initially who are to serve as directors until the first election by the members. The names and addresses of the initial directors are as follows:

<u>NAME:</u>	<u>ADDRESS</u>
Nicholas Jodhan	240 N. Washington Street Suite 420 Sarasota, FL 34236
Joel Fedder	3590 Mistletoe Lane Longboat Key, FL 34228
Daniel S. Miller	1605 Main Street, Suite 1100 Sarasota, FL 34236

Section 3. 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).

Section 4. The first election of directors shall not be held until unit owners other than Developer are entitled to elect at least one (1) director pursuant to the provisions of the Condominium Act. Any vacancies in the Board occurring before the first election shall be filled by Developer.

Section 5. Subsequent to the first election of directors, directors entitled to be elected by unit owners other than Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until Developer transfers control of the Association to the other unit owners, Developer shall be entitled to appoint and remove all directors excepting those entitled to be elected by the non-developer Unit Owner.

ARTICLE VIII

OFFICERS

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the organizational meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Nicholas Jodhan
Vice President	Joel D. Fedder
Secretary	Daniel S. Miller

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

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

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE X INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 240 N. Washington Blvd., Suite 420, Sarasota, FL 34236, and the name of the initial registered agent of this Association located at that address is Nicholas Jodhan.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is Ft. Myers Commerce Park, LLC, a Florida limited liability company, by its Manager, Phoenix Development, LLC, a Florida limited liability company, located at: 240 N. Washington Blvd., Suite 420, Sarasota, FL 34236.

WHEREFORE, for the purpose of forming a corporation not for profit under the provisions of F.S. Chapter 617, the undersigned, constituting the incorporator hereof, has caused these Articles of Incorporation to be executed this 17th day of November, 2006.

FT. MYERS COMMERCE PARK, LLC.,
a Florida limited liability company, by its
Manager

PHOENIX DEVELOPMENT, LLC., a
Florida limited liability company

By: [Signature]

Name: Nicholas Jodhan

As Its: Managing Member

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of November, 2006, by Nicholas Jodhan, as Managing Member of Phoenix Development, LLC., a Florida limited liability company, Manager of Ft. Myers Commerce Park LLC., a Florida limited liability company. He is personally known to me or has produced a valid as identification and did (did not) take an oath.



David B. Marshall
My Commission DD284752
Expires February 17 2008

David B. Marshall

Notary Signature

DAVID B. MARSHALL

Print Name:

My Commission expires:

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06 NOV 20 PM 2:42
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TALLAHASSEE, FLORIDA