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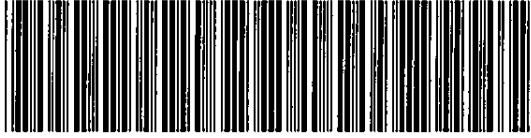
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2007 JUL -9 P 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
VILLAS AT 5TH AVENUE CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows;

8.2 Name. The name of the corporation shall be Villas at 5th Avenue Condominium Association, Inc., which corporation shall hereinafter be referred to as the "Association".

2. PURPOSE. The purpose and object of the Association shall be to administer the operation and management of the common elements ("Common Elements") of Villas at 5th Avenue ("the Condominium") located in Miami-Dade County, Florida; to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Elements and other Association property located within the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and the Declaration of Condominium for Villas at 5th Avenue ("Declaration") which shall be recorded in the Public Records of Miami-Dade County, Florida; to operated, lease, mortgage, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the Condominium and the Association; to foster a "first class: residential condominium community and to provide an entity pursuant to the Florida Condominium Act ("Act") for the operation of the Condominium.

3. Powers. The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, the Declaration and the Act, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association as herein above set forth including, but not limited to, the following:

3.1.2 To make and collect Assessment (as defined in the Declaration) against Unit Owners (as defined in the Declaration) of the Association to defray the costs, expenses and loses of the Association;

3.1.3 To impose, collect and use Assessments in the exercise of its powers and duties;

3.1.4 To undertake the maintenance, repair, replacement and operation of the Common Elements, or other property specified in the Declaration, and/or property leased or acquired by the Association for the benefit of Unit Owners;

3.1.5 To purchase insurance upon the Common Elements and insurance for the protection of the Association and Unit Owners;

3.1.6 To reconstruct the improvements upon the Common Elements after casualty and construct further improvements upon those properties;

3.1.7 To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the Declaration, these Articles or Incorporation, the Bylaws of the Association, the Rules and Regulations for the use and maintenance of the properties within the Condominium, and the Act;

3.1.8 To contract for the management of the Common Elements, and other properties for which the Association may be responsible, and to delegate all management powers and duties permitted to be delegated under the Act to a qualified person, firm or corporation;

3.1.9 To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operation of the properties for which

the Association is responsible;

3.1.10 To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the Condominium; provided that all of the transactions contemplated herein shall be for the use, benefit and enjoyment of the members of the Association. The forgoing shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational facilities.; and

3.1.11 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units to the extent provided for by the Declaration, pursuant to the Act.

3.2 All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the Unit Owners in accordance with the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Act.

3.3 The Association shall make no distribution of income to the members, except in the event of termination of the Condominium.

3.4 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Act.

4. MEMBERS.

4.1 The members of the Association shall consist of all records owners of a Unit as defined in the Declaration.

4.2 Membership in the Association shall be established by recording in the Public Records of Miami-Dade County, Florida, a deed or other instrument conveying record title to a Unit and the delivery to the Association of copy of such instrument.

4.3 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 his or her Unit.

4.4 Members of the Association shall be entitled to one (1) vote for each Unit owned. The matter of exercising voting rights when there are two (2) or more owners of one Unit is set forth in the Declaration or in the Bylaws.

5. DIRECTORS.

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws, but not less than three (3) Directors nor more than six (6) Directors. Prior to the first election, the Board shall consist of three (3) Directors:

Freddie Farfan

Monica Slodarz

Alfredo Borges

The Developer of the Condominium ("Developer") as defined in the Declaration shall appoint replacement members of the Board of Directors until turnover ("Turnover"), as Turnover is defined in the Declaration and the Act.

5.2 The Directors of the Association shall be elected in the manner set forth in the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Declaration and Bylaws.

5.3 The first election of Directors shall be held at the time provided in the Declaration.

6. OFFICERS. The affairs of the Association shall be administered by officers designated as provided in the Bylaws of the Association. After the first election of Directors, the officers shall be elected by the Board of Directors as its first meeting following the first meeting of the Members of the Association at which the Board of Directors is elected. The officers shall serve at the pleasure of the Board of Directors.

7. INDEMNIFICATION. Every director and officer of the Association, and members of Association committees, 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 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, or a committee member, whether or not he is a director, officers or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, 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 such director, officer or committee member may be entitled.

8. BYLAWS. The first Bylaws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

9. AMENDMENTS. Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2 A resolution approving a proposed amendment may be proposed by 50% or more of the Board of Directors or by 50% or more of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting, and such approval must be by a vote of 100% of the Members.

In the event of a dispute between or among Members such that a unanimous vote cannot be obtained, and in the further event that such disputed cannot be amicably resolved between the Members after a period of thirty (30) days, then such dispute shall be submitted to non-binding mediation before a mediator selected from the panel of arbitrators or the American Arbitration Association Miami-Dade County, Florida. If such mediation is unable to resolve the dispute, then any Member may submit the dispute to binding arbitration under the auspices of the American Arbitration Association. Members may, upon mutual agreement, substitute an alternative dispute resolution mechanism.

9.3 No amendment shall make any changes in the qualifications for membership or in voting rights of Members without approval in writing by all Members.

9.4 A copy of each amendment to the Articles of Incorporation as approved shall be filed with the Secretary of State and recorded in the Public Records of Miami-Dade County, Florida, in accordance with Section 718.122(h) of the Act.

9.5 Notwithstanding the provisions of this Article 9:

9.5.1 The Developer reserves the right to alter and amend these Articles of Incorporation as it deems necessary and/or appropriate for the development, protection and enhancement of the Condominium, and the Developer shall not require or need the joinder of any Member; provided, however, that any such amendment which adversely affects the rights of institutional mortgagees shall require the approval and consent of all institutional mortgagees of record, and that any such amendments are consistent with the provisions of the Declaration; and

9.5.2 until Developer no longer owns any Unit in the Condominium, no amendment of these Articles shall be adopted or become effective without the prior written consent of the Developer if such amendment, directly or indirectly, affects or may affect the Developer's construction or completion of the Condominium Development or its marketing of Units.

10. TERMS. The Association shall have perpetual existence.

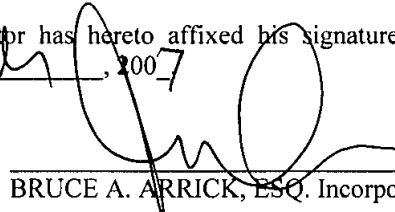
11. PRINCIPAL OFFICE. The street address and mailing address of the Association is as follows: 1000 Brickell Avenue, Suite 1005, Miami, Florida 33131.

12. INCORPORATOR. The name and address of the incorporator of these Article of Incorporation is: Bruce A. Arrick, Esq., 9130 South Dadeland Boulevard, Suite # 1500, Miami, Florida 33156.

13. REGISTERED AGENT. The initial Registered Agent of the Association shall be Bruce A. Arrick, Esq., 9130 South Dadeland Boulevard, Suite # 1500, Miami, Florida 33156.

14. INITIAL REGISTERED OFFICE AND MAILING ADDRESS. The initial registered office and mailing address of the Association shall be located at 9130 S. Dadeland Blvd., Suite 1500, Miami, Florida 33156.

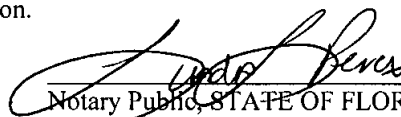
IN WITNESS WHEREOF, the incorporator has hereto affixed his signature on this _____ 5 _____ day of July, 2007



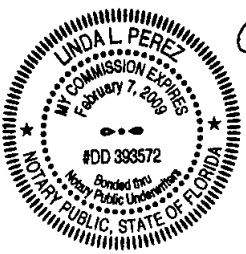
BRUCE A. ARRICK, ESQ. Incorporator

STATE OF FLORIDA)
) :ss
COUNTY OF MIAMI-DADE)

The forgoing instrument was acknowledged before me this 5 day of July, 2007 by Bruce A. Arrick, Esq. who is personally know to me or who has produced _____ as identification.



Notary Public, STATE OF FLORIDA
Print Name: Linda L. Perez

My Commission Expires 

CERTIFICATE DESIGNATING RESIDENT AGENT

AND RESIDENT OFFICE

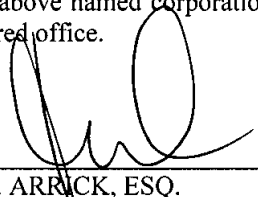
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

VILLAS AT 5TH AVENUE CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Bruce A. Arrick, Esq. its registered agent and 9130 S. Dadeland Blvd., Suite 1500, Miami, Florida 33156 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



BRUCE A. ARRICK, ESQ.
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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