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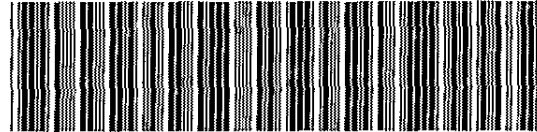
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8/1/07

SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.

ATTORNEYS AT LAW
2550 BRICKELL BAYVIEW CENTRE
80 S.W. 8TH STREET
MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681
TELECOPY (305) 374-1719
EMAIL: JRODRIGUEZ@SKDLAW.COM

July 11, 2007

Via Federal Express

Department of State
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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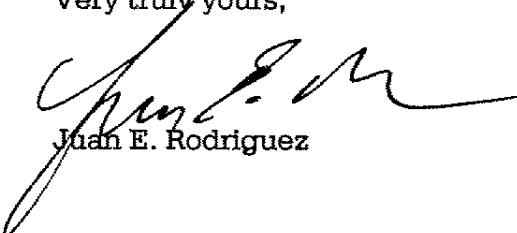
RE: Cutler Bay Office Center Condominium
Our File No.: 07-7467

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Cutler Bay Office Center Condominium Association, Inc., a Florida not-for-profit corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of Fifty-Two and 50/100 (\$52.50) Dollars to cover to the Filing and the Certified Copy fee.

Thank you for your prompt attention to this matter.

Very truly yours,


Juan E. Rodriguez

JER/rm
Enclosure



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2007

JUAN E. RODRIGUEZ, ESQUIRE
2550 BRICKELL BAYVIEW CENTRE
80 S.W. 8TH STREET
MIAMI, FL 33130

SUBJECT: CUTLER BAY OFFICE CENTER CONDOMINIUM ASSOCIATION,
INC.
Ref. Number: W07000033604

We have received your document for CUTLER BAY OFFICE CENTER CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 907A00044721



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2007

JUAN E. RODRIGUEZ, ESQUIRE
2550 BRICKELL BAYVIEW CENTRE
80 S.W. 8TH STREET
MIAMI, FL 33130

SUBJECT: CUTLER BAY OFFICE CENTER CONDOMINIUM ASSOCIATION,
INC.

Ref. Number: W07000033604

We have received your document for CUTLER BAY OFFICE CENTER CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 907A00044721

**ARTICLES OF INCORPORATION
FOR**

CUTLER BAY OFFICE CENTER CONDOMINIUM ASSOCIATION, INC.

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DIVISION OF CORPORATIONS

07 JUL 31 AM 9:52

In order to form a corporation not-for-profit under and in accordance with the provisions of the Florida Statutes, the undersigned, acting as incorporator, hereby adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned, hereby certifies and sets forth the following:

First: The name of the Corporation is **Cutler Bay Office Center Condominium Association, Inc.** For convenience purposes, the Corporation will be referred to herein as "**Association**". The Association's principal office and post office address is 18701 S.W. 108th Avenue, Miami, Florida 33157. The name of the Registered Office of the Association is 80 S. W. 8th Street, Suite 2550, Miami, Florida 33130. The name of the Registered Agent is: Juan E. Rodriguez, who is authorized to accept service of process within this State upon the Association and his address is 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130.

Second: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists in the date hereof for the operation of that certain condominium located in Miami-Dade County, Florida, and known as CUTLER BAY OFFICE CENTER, A CONDOMINIUM ("Condominium").

Third: The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

Fourth: The powers of the Association shall include and be governed by the following:

- (i) **General.** The Association shall have all of the common-law and statutory powers of the a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- (ii) **Enumeration.** The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
 - (a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.
 - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Units Owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
 - (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.
 - (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collections of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
 - (i) To employ personnel to perform the services required for the proper operation of the Condominium.
- (iii) **Condominium Property.** All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- (iv) **Distribution of Income, Dissolution.** The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another nonprofit corporation or a public agency.
- (v) **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

Fifth: Every person or entity who is a record Owner of a fee or undivided fee interest in any Condominium Unit, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Condominium Unit which is subject to assessment by the Association. Ownership of such Condominium Unit shall be the sole qualification for membership.

Sixth: The term for which this Corporation is to exist is perpetual.

Seventh: The affairs of the Corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Eighth: The officers who are to serve until the first election of the directors are as follows:

President

Thomas Gerspacher

Vice President
Secretary
Treasurer

Steven J. Wittmer
Patrick Houk
Patrick Houk

The first annual meeting of the Corporation and the first election of the Board of Directors shall be held in accordance with the By-Laws.

Ninth: All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the Unit Owners when such approval is specifically required. The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or owners of Units in the Condominium. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

Tenth: This Association shall be governed by a Board of Directors consisting of not less than three (3) and no more than five (5) persons. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the members are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
1. Thomas Gerspacher	18701 S.W. 108 th Avenue Miami, Florida 33157
2. Patrick Houk	18701 S.W. 108 th Avenue Miami, Florida 33157
3. Steven J. Wittmer	18701 S.W. 108 th Avenue Miami, Florida 33157

Eleventh: The initial By-Laws of this Association are those adopted by the Board of Directors and entered in the Minute Book of the Association. Such By-Laws may be altered, amended, added to or repealed by the Members of the Association in the manner provided for in said initial By-Laws and in conformity with the provisions and requirements of the Florida Not For Profit Act, as amended from time to time.

Twelfth: Amendments to these Articles shall be proposed and adopted in the following manner:

- (i) **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- (ii) **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third ($\frac{1}{3}$) of 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, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be :
 - (a) by not less than a majority of the votes of all of the members of the Associations represented at a meeting at which a quorum thereof has been attained and by not less than 66 $\frac{2}{3}$ % of the entire Board

of Directors; or

- (b) after control of the Association is turned over to Unit Owners other than the Developer, by not less than 80% of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or
 - (c) by not less than 100% of the entire Board of Directors.
- (iii) **Limitations.** No amendment shall make any changes in the qualifications for memberships, nor in the voting rights or property rights of members, nor any changes in Article Fourth, without the approval in writing of all members and the joinder all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this Article Twelfth shall be effective.
- (iv) **The Developer** may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- (v) **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Miami-Dade County, Florida.

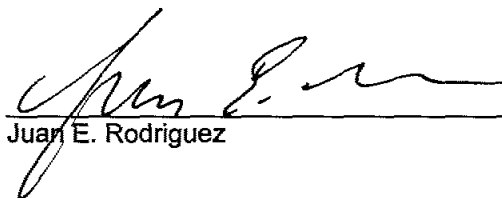
Thirteenth: This Corporation shall never have or issue shares of stock nor will it ever have or provide for non voting membership.

Fourteenth: The names and address of the incorporator hereto is as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
1. Juan E. Rodriguez, Esquire	80 S.W. 8 th Street Suite 2550 Miami, Florida 33130

Fifteenth: Each Director and officer of this Corporation shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director or officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such Director or officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement shall substantially exceed the expense which might reasonably be incurred by such Director or officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such Director or officer against any liability of the Corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right to indemnification shall be in addition to any other rights to which any such Director or officer may be entitled as a matter of law or otherwise.

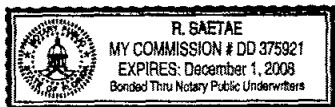
The undersigned, being the incorporator herein-above named, for the purpose of forming a Corporation not-for-profit pursuant to Chapter 617, of the Florida Statutes, does hereby subscribe to these Articles of Incorporation, and have set my hand and seal this 30th day of July, 2007.




Juan E. Rodriguez (SEAL)

STATE OF FLORIDA)
 : SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this ____ day of July, 2007, by Juan E. Rodriguez, who being duly sworn according to law, deposes and says that he is competent to contract and further acknowledges that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed. The foregoing person identified himself by producing his driver's license issued by the State of Florida.





Name: Rebecca R. Saeta E.
NOTARY PUBLIC, State of Florida at Large

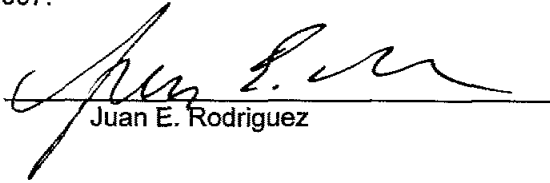
My commission expires:

(SEAL)

Acceptance of Service As Registered Agent

The undersigned, Juan E. Rodriguez, having been named as registered agent to accept service of process for **Cutler Bay Office Center Condominium Association, Inc.**, a not-for-profit Florida corporation, at the registered office designated in the Articles of Incorporation of said Corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.023 Florida Statutes, and will comply with the provisions of all statutes of Florida relative to the performance of his duties as registered agent.

Dated this 30th day of July, 2007.



Juan E. Rodriguez

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