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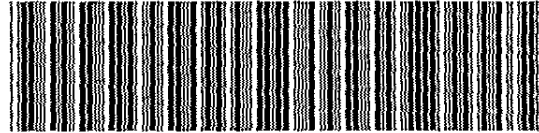
(Business Entity Name)

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STATE OF ALABAMA
TALMONT, ALABAMA

cf. 10-1

WALTER E. FOSTER III, P. A.
ATTORNEY AT LAW

315 SOUTH PALMETTO AVENUE
DAYTONA BEACH, FLORIDA 32114

TELEPHONE
(386) 252-7634
FAX
(386) 254-7515

September 24, 2007

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

Attn: Filing Department

Dear Secretary of State:

Enclosed please find two originals Articles of Organization documents, together with check in the amount of \$78.75 for filing fees. Please stamp the second original and return to us in the self-addressed stamped envelope.

Thank you for your attention to this matter and if you should have any questions, please contact me.

Sincerely,


Melissa Belcher
Assistant to Water E. Foster III

enc



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 26, 2007

WALTER E. FOSTER III, P.A.
315 S. PALMETTO AVE.
DAYTONA BEACH, FL 32114

SUBJECT: PORTOFINO CONDOMINIUM AT DAYTONA BEACH
CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W07000047729

We have received your document for PORTOFINO CONDOMINIUM AT DAYTONA BEACH 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):

The registered agent must sign accepting the designation.

Please return the corrected 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) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 707A00056536

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ARTICLES OF INCORPORATION 2007 OCT -2 AM 9:04
FOR
PORTOFINO CONDOMINIUM AT DAYTONA BEACH SECRETARY OF STATE
CONDOMINIUM ASSOCIATION, INC. TALLAHASSEE, FLORIDA

The undersigned subscribers associate themselves through these articles in order to form a corporation not for profit under the laws of the State of Florida, and do hereby adopt the following articles of incorporation:

1. The name of the corporation is Portofino Condominium at Daytona Beach Condominium Association, Inc., hereinafter referred to as the "association," *1901 N. Atlantic Ave., #3, Daytona Bch., Fl.*

2. The period of duration for the corporation is perpetual. *32118*

3. The purpose of the corporation is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718, to operate the condominium located in Volusia County, Florida, and known as Portofino Condominium at Daytona Beach.

4. All terms used in these articles of incorporation have the same meaning as designated in the declaration of condominium for Portofino Condominium at Daytona Beach, unless these articles specifically provide otherwise, or unless the context dictates a contrary meaning.

5. The association shall have all common-law and statutory powers permitted a corporation not for profit under Florida law which do not conflict with these articles, the declaration of condominium, the association bylaws, or the Condominium Act. Except as limited by these articles, the declaration of condominium, and the bylaws of the association, the association shall have all powers and duties set forth in the Condominium Act. The association shall also have those powers reasonably necessary to carry out its responsibilities for the operation of the condominium in accordance with the declaration of condominium and the association bylaws, which powers shall include, but not be limited to, the following:

a. To make and collect assessments against members as unit owners for the purpose of exercising its powers and carrying out its responsibilities for the operation of the condominium.

b. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements of the condominium property.

c. To maintain, repair, replace, reconstruct after casualty, operate and manage the condominium property or any property owned or leased by the association for use by member unit owners.

d. To acquire and pay for insurance on the condominium property and for the protection of the association and member unit owners.

e. In the manner provided in the association bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the condominium for the benefit, health, safety, welfare, and happiness of member unit owners.

f. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the declaration of condominium or the association bylaws.

g. To enforce through legal means the Condominium Act, the declaration of condominium, the bylaws of the association, these articles and any rule or regulation as contemplated by section 5e of these articles.

h. To contract for the management of the condominium and delegate to a management entity which may be affiliated with the developer, those powers and duties of which are not specifically required by the Condominium Act to be retained by the board of directors, and also to contract for the management or operation of those portions of the common elements which are susceptible to such management or operation, or to enter leases for such common elements for the same purpose.

i. To hire employees to perform the services needed for the proper operation of the condominium.

The association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the declaration of condominium, the association bylaws, and these articles. The association shall distribute no part of its income to its members, directors, or officers, and if the association is dissolved, all its assets shall be transferred only to another nonprofit corporation or a public agency. All funds and all titles of any properties acquired by the association and any proceeds therefrom shall be held in trust for the unit owners in accordance with the declaration of condominium, the association, bylaws, and these articles.

6. All persons who own a vested present interest in fee to any unit in the condominium, which is evidenced by a proper

instrument properly recorded in the public records of County, Florida shall be members of the association, and upon termination of the association members at the time of the termination and their successors and assigns shall be members. Members' shares in the funds and assets of the association may not be assigned, hypothecated, or transferred in any member except as an appurtenance to the unit for which the share is held. In all matters on which the membership is entitled to vote, each member of the association shall have a vote proportionate to his share in the common elements, as provided for in the declaration of condominium and the association bylaws. The manner in which a vote is to be cast or exercised shall be determined by the declaration of condominium and the association bylaws.

7. The business and affairs of the association shall be managed by a board consisting of the number of directors determined by the association bylaws, but in any event not less than three (3) directors. Directors need not be members of the association nor reside in the condominium. The board of directors, its agents, contractors, or employees, shall exclusively exercise all of the powers of the association existing under the Condominium Act, the declaration of condominium, the association bylaws, and these articles, subject only to the approval of the unit owners when such approval is specifically required. The directors shall be elected at the annual meeting of the association members in the manner provided for by the association bylaws. Directors may be removed, and vacancies on the board may be filled as provided for in the association bylaws. The members of the first board of directors and their replacements shall be appointed by the developer. The members of the first board of directors shall serve terms as provided for in the association bylaws, and they or their replacements appointed by the developer shall serve until such time as unit owners other than the developer are permitted to elect directors as provided by the Condominium Act, or at an earlier date at the discretion of the developer as provided for in the association bylaws. The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

Mark Bernstein, 1901 N. Atlantic Avenue, #3, Daytona Beach, Florida 32118;

Steven Malin, 330 Bostwick Drive, Daytona Beach, FL 32118;

Walter E. Foster III, 315 S. Palmetto Ave., Daytona Beach, FL 32114.

Any director or member of the association not present in person

or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the association at the meeting. Amendments may be approved by a two-thirds vote of members of the association represented at a meeting at which a quorum has been attained. No amendment shall change the qualifications for membership, voting or property rights for members, the association's obligation under article 5 of these articles to exercise its powers in accordance with the Condominium Act, the declaration of condominium, the bylaws, and these articles, or its obligation under article 5 concerning distribution of association income, dissolution, and the holding of all funds and titles to properties acquired by the association for the benefit of unit owners, without written approval by all members and the joinder of all record owners of mortgages on units. No amendment may be made which conflicts with the declaration of condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the public records of Volusia County, Florida.

12. The name and addresses of the subscribers to these article of incorporation are:

NAME

ADDRESS

Mark Bernstein, 1901 N. Atlantic Avenue, #3, Daytona Beach, Florida 32118;

13. The initial registered office of this corporation shall be located at 315 S. Palmetto Avenue, Daytona Beach, Florida 32114 and the initial registered agent at that address is Walter E. Foster III.

IN WITNESS WHEREOF, THE UNDERSIGNED subscribers have affixed their signatures below at Park City, Florida, Utah on the 17 day of September, 2007.

Dee Furman
Brian Ammer Commes

[Signature]

STATE OF UTAH
COUNTY OF Summit

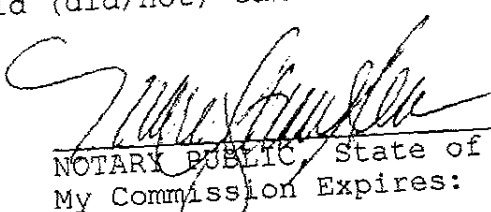
The foregoing Articles of Incorporation was acknowledged before me this 17 day of September, 2007 by Mark Bernstein,

who is/are personally known to me or who has produced
as identification and who did (did/not) take an oath.

FL Drivers License



MARY ANN SENN
NOTARY PUBLIC-STATE OF UTAH
6480 N. HWY. 224
PARK CITY, UT 84098
COMM. EXP. 01-07-2011


NOTARY PUBLIC, State of Utah
My Commission Expires:

01/07/2011

In pursuant of Chapter 48.091, Florida Statutes 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, **PORTOFINO CONDOMINIUM AT DAYTONA BEACH CONDOMINIUM ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its principle office as indicated in the articles of incorporation in the City of Daytona Beach, County of Volusia, State of Florida has named Walter E. Foster III, 315 S. Palmetto Avenue, Daytona Beach, Volusia County, Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Registered Agent

CLERK OF COURT, STATE
TALLAHASSEE, FLORIDA

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