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March 13, 1995

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-03/15/95--01070--001
***122.50 ***122.50

Re: MIRABELLA CONDOMINIUM ASSOCIATION, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation. Our check for \$122.50 is also enclosed for the filing fees.

Please file the Articles and return the certified copy to this office.

Thank you for your cooperation in this matter.

Sincerely yours,

CARLOS & ABBOTT, P.A.

John T. Prah
John T. Prah

/ddb
Enc.

Lmc
2/16/95

FILE
MAR 15 AM 9:59
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MIRABELLA CONDOMINIUM ASSOCIATION, INC.

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95 MAR 15 AM 9:58

SEBASTIAN STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, providing for the formation, liability, rights, privileges and amenities of a corporation not-for-profit.

ARTICLE I - NAME

THE name of the corporation shall be MIRABELLA CONDOMINIUM ASSOCIATION, I C., and for convenience shall be hereinafter referred to as the Association.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as MIRABELLA, A CONDOMINIUM ("Mirabella"), located in Dade County, Florida and to undertake the performance of and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions, and authorizations contained in these Articles, the Association's Bylaws, the Declaration of Condominium recorded among the Public Records of Dade County, Florida and the Condominium Act, Chapter 718 of the Florida Statutes.

ARTICLE III - POWERS

The powers of the Association shall be governed by the following provisions:

A. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration of Condominium, the Bylaws, or the Condominium Act Chapter 718 of the Florida Statutes. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

B. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to:

1. To make and collect assessments against members to defray the cost of the Condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Condominium Property.

4. To rebuild improvements after casualty and to further improve the Property.

5. To establish Bylaws and Rules and Regulations for the operation of the Association, and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the Bylaws, and the Rules and Regulations of the Association.

6. To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and the maintenance, repair and replacement of the Common Elements with 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 Documents and the Condominium Act, including but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

7. To acquire one or more Condominium Units in Mirabella for such purposes that are not in conflict with the Declaration of Condominium, these Articles of Incorporation or the By-Laws.

8. To obtain loans for the purpose of meeting the financial needs of the Association in operating the Condominium Property and, as security therefore, pledge the income from assessments collected from Unit Owners, mortgage or grant security interests or other liens in the Property of the Association.

9. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient for the administration of the Condominium.

C. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the membership in accordance with the Condominium Documents.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium which govern the use of the Property submitted to Condominium ownership.

ARTICLE IV - MEMBERS

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

A. All Unit Owners including, the Developer, shall be members of the Association, and no other person or entities shall be entitled to membership.

B. Membership in the Association shall be established by recording in the Public Records of Dade County, Florida, a deed or other instrument establishing a change of record title to a Unit in the Condominium, and the delivery to the Association of a copy of such instrument, whereupon the new owner designated by such instrument, shall become a member of the Association, the membership of the prior owner being thereby terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to the Units in the Condominium.

D. Members of the Association shall be entitled to one (1) vote for each Unit owned by such member. Voting rights shall be exercised in the manner provided by the By-Laws of the Association.

ARTICLE V - ADMINISTRATORS

A. The affairs of the Association will be managed by a Board of not less than three (3) nor more than five (5) Administrators, as shall be determined by the By-Laws.

B. The Administrators of the Association shall be appointed or elected at the annual meeting of the members in the manner set out in the By-Laws. Administrators may be removed and vacancies of the Board of Administrators shall be filled as set out in the Bylaws.

C. The names and addresses of the members of the first Board of Administrators who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
Mehmet S. Dereli	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134
Aslan Palachi	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134
Jeff Palachi	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by officers as designated in the Bylaws elected by the Board of Administrators at their annual meeting. The names and addresses of the officers who shall serve until their successors are elected are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Mehmet S. Dereli	President	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134
Aslan Palachi	Secretary/Treasurer	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134

One person may hold more than one office, except that the President may not hold any other office in the Association. This provision does not limit an Administrator from serving as an officer.

ARTICLE VII - INDEMNIFICATION

Every Administrator and officer of the Association 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 an officer or Administrator in the Association, or any settlement thereof, whether or not he is an Administrator or an officer at the time such expenses are incurred, except in such cases where the Administrator or officer is adjudged guilty of willful malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Administrators approve such settlement and reimbursement as being for the best interest of the Association. The foregoing-right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE VIII - BY-LAWS

The By-Laws of the Association shall be accepted by the initial Board of Administrators and may be altered, amended or rescinded in accordance with the terms thereof. Except that no portion of the Bylaws may be altered, amended, or rescinded, in such a manner as will prejudice the rights of the Developer of the Condominium, or Mortgagees of units without their prior written consent.

ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted in the following manner:

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

B. A resolution approving a proposed amendment may be proposed by either the Board of Administrators or by the membership of the Association, and after being proposed and approved by one of such bodies, it must be approved by the other. Such approvals must be by not less than sixty-six and two-thirds (66-2/3%) percent of the Administrators and not less than eighty (80%) percent of the members of the Association. Administrators and members not present at the meeting considering the amendment may express their approval in writing. Voting rights shall be exercised in the manner provided by the By-Laws of the Association.

C. No amendment shall make any changes in the qualifications for membership, or the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon Condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment shall be filed with the Secretary of State as provided by law, and a certified copy thereof filed in the Public Records of Dade County, Florida.

ARTICLE X - TERM

The term of the Association shall be the life of the Condominium, unless the Association is terminated sooner by the action of its members. The Association shall be terminated by the termination of the Condominium in accordance with the Condominium Documents.

ARTICLE XI - BOOKS AND RECORDS

From the inception of the Association, the Association shall maintain the records required to be maintained pursuant to the Condominium Act. These records shall be maintained within the State, and shall be made available to a Unit Owner within five (5) working days after receipt of written request to the Board or its designee. Inspection may be made available by the Association on the Condominium Property. The right to inspect the records includes the rights to make or obtain copies at the reasonable expense, if any, of the Association member.

ARTICLE XII - PRINCIPAL OFFICE

The principal office of the Association is at 6000 Collins Avenue, Miami Beach, Florida.

The name of the Registered Agent is Aslan Palachi, and the initial registered office is 999 Ponce de Leon Blvd. Suite 1135, Coral Gables, Florida 33134

ARTICLE XIII - SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Aslan Palachi	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134
Mehmet S. Dereli	999 Ponce de Leon Blvd. Suite 1135 Coral Gables, FL. 33134

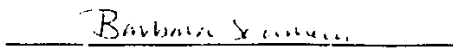
IN WITNESS WHEREOF, the subscribers have hereunto set their
hands and seals this 12th day of MARCH, 1995.

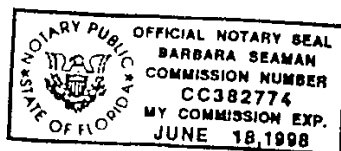

MEHMET S. DERELI
Subscriber.


ASLAN PALACHI
Subscriber.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12 day of
March, 1995, by Mehmet S. Dereli and Aslan Palachi. They are personally
known to me or have produced Id. Cards / Id. Cards as identification.


(Signature of Notary Public)



Barbara Seaman
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 382774
My commission expires: June 18, 1998

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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby accepts the designation as registered agent for the foregoing corporation.

Aslan Palachi

Aslan Palachi

DATE: 3-12, 1995