

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JAN - 8 PM 4: 03

W96-523

JAN - 8 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE 1/8/96

TIME 11:00

BY CD

WALK-IN
 Will Pick Up _____

RE: The Rice Condominium
ASSOCIATION, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

707001681217
 -01/08/96--01008--0116
 ****122.50 ****122.50

RECEIVED
 96 JAN 8 AM 9: 49
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: THE RICE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W96000000523

We have received your document for THE RICE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A0000083

RECEIVED
96 JAN -8 PM 3:01
DIVISION OF CORPORATIONS

Corrected



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

25 JAN -8 PM 4:03

ARTICLES OF INCORPORATION FOR
THE RICE CONDOMINIUM ASSOCIATION, INC.
A Florida Corporation Not for Profit

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not, for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is THE RICE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, and is hereinafter called the "Association." 3508 Cherry Palm Drive Tampa, FL

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

A. The Association is organized as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and is a Condominium Association, as referred to and authorized by Section 718.111, Florida Statutes. The purposes for which the Association is organized are to provide an entity to operate that certain condominium located in Hillsborough County, Florida, and known as The Rice Condominium, a Condominium (herein called the "Condominium"). The legal description of the lands of the Condominium, is set forth in Exhibit A to the Declaration. The word "Declaration" as used herein shall mean the Declaration of Condominium whereby the Condominium has or will be created. All definitions in the Declaration and Exhibits attached thereto shall have the same meaning in these Articles unless the context otherwise requires.

B. The Association shall have all of the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declaration and Exhibits attached thereto, including these Articles and the Bylaws of this Association.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declaration, these Articles, the By-Laws of the Association, and

F.S. Chapter 718, including, but not limited to:

a. To make and establish Rules and Regulations governing the use of the Condominium Property and Association Properties.

b. To levy and collect Assessments from members of the Association to defray the Common Expenses of the Condominiums as provided for in the Declaration and Exhibits attached thereto, including but not limited to, the provision of insurance for the Condominium Property, Association Properties, and the Association, the acquiring, operating, leasing, managing and otherwise dealing with property, whether real or personal (including Units in said Condominium), which may be necessary or convenient for the operation and management of the Condominiums and the Association Properties; and to do all things needed to accomplish the purposes set forth in the Declaration.

c. Maintain, improve, repair, replace, reconstruct, operate and manage the Condominium Property and the Association Properties.

d. To use the powers of Assessments in the exercise of its powers and duties.

e. To purchase insurance upon the Condominium Property and Association Properties and insurance for the protection of the Association and its members as Unit Owners, as well as liability insurance for the protection of officers and Directors of the Association.

f. Reconstruction improvements after casualty and/or further improve the Condominium Property and Association Properties.

g. To enforce by legal, equitable and administrative means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations.

h. To contract for the management and maintenance of the Condominium Property and the Association Properties and to authorize a management agent to assist the Association in its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of Rules and Regulations 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, its Directors and its officers shall, however, retain at all times the powers and duties granted by the Declaration and Chapter 718, Florida Statutes, including, but not limited to, the making of assessments, promulgation of Rules and Regulations and the execution of contract, on behalf of the Association.

i. To employ personnel for reasonable compensation to perform the services required for proper administration of the

purposes of the Association.

j. To pay taxes and assessments which are liens against any part of the Condominium Property other than individual Units and the appurtenances thereto, and to assess the same against the Units as a Common Expense of the Condominium.

k. Pay the, cost of all utilities services rendered to the condominium and not billed individually to Owners of units.

l. Purchase one or more Units in the Condominium and to hold, lease, mortgage and convey such Units.

m. To approve or disapprove of the sale, transfer or leasing of Condominium Units.

n. To acquire and enter into agreements whereby the Association acquires interests in property, either in its own name or through organizations of which it is a member; or a leasehold, membership or other possessory or use interests in lands or facilities, whether or not contiguous to the Condominium Property or Association Properties intended to provide for the enjoyment, recreation or other use or benefit of the members.

o. To exercise all powers hereinabove enumerated concerning any property owned or controlled by the Association.

p. The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive or nonexclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Condominium Property, the Association Properties, Common Elements or Limited Common Elements, provided, however, if any Units or Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s), or where applicable, the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

The qualification of members, the manner of their admissions, termination of such membership, and voting by members shall be as follows:

A. The Owners of all Units in the Condominium and the persons named as Directors in these Articles shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided in Paragraph D of this Article.

B. Subject to the provisions of the Declaration and the By-Laws of this Association, membership shall be established by the

acquisition of fee title to a Unit in the Condominium. The membership of any party shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominium. Membership is non-transferable except as an appurtenance to a Unit.

C. On all matters on which the membership shall be entitled to vote, except as hereinafter specified, the members shall be entitled to cast the number of votes (or fraction thereof) equal to the undivided percentage interest in the Common Elements and Common Surplus appurtenant to each Unit in the Condominium owned by them as shown on Exhibit D to the Declaration. Such votes may be exercised or cast by the Owner or Owners of each Unit in such manner as is provided for in the Declaration or in the By-Laws hereinafter adopted by the Association.

D. Until such time as the Condominium which this Association is intended to operate is submitted to Condominium ownership by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the persons named as Directors in these Articles, each of whom shall be entitled to cast one vote on all matters on which the members are entitled to vote.

ARTICLE IV

DURATION

The existence of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of its Declaration and, in the event of such termination, the Association shall be dissolved in accordance with law.

ARTICLE V

SUBSCRIBERS

The names and post office addresses of the subscribers and incorporators of these Articles of Incorporation are:

NAME	ADDRESS
Dawn Rice	3510 Cherry Palm Drive Tampa, FL
Stanley Acosta	3510 Cherry Palm Drive Tampa, FL
David P. Rice	3508 Cherry Palm Drive Tampa, FL
Ted F. Kenyon	3508 Cherry Palm Drive Tampa, FL

ARTICLE VI

OFFICERS

The affairs of the Association are to be administered under the direction of the Board of Directors by a President, Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, determine necessary. Such officers shall be elected annually at the annual meeting of the members of the Association as provided in the By-Laws. The names and post office addresses of the persons who are to serve as the initial officers until their succession at the first annual meeting of the members are as follows:

OFFICE AND POST OFFICE ADDRESS

Dawn Rice, President	3510 Cherry Palm Drive Tampa, FL
Stanley Acosta, Vice President	3510 Cherry Palm Drive Tampa, FL
David P. Rice, Secretary	3508 Cherry Palm Drive Tampa, FL
Ted F. Kenyon, Treasurer	3508 Cherry Palm Drive Tampa, FL

ARTICLE VII

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, the members of which shall be members of the Association except as provided hereinabove. The initial Board of Directors of the Association shall consist of at least three (3) members. The names and addresses of the persons who are to serve as the initial Directors of the Association until the first election of their successors as provided for in the By-Laws are as follows:

NAME	ADDRESS
Dawn Rice	3510 Cherry Palm Drive Tampa, FL
Stanley Acosta	3510 Cherry Palm Drive Tampa, FL
David P. Rice	3508 Cherry Palm Drive Tampa, FL

Ted F. Kenyon

3508 Chorry Palm Drive
Tampa, FL

The Board of Directors shall have the power to adopt the budget of the Association and Condominiums.

The transfer of control from the Developer to the Unit Owners shall be in accordance with the provisions of Florida Statutes 718.301 and the Declaration.

ARTICLE VIII

BY-LAWS

The initial By-Laws of the Association shall be adopted by the original Board of Directors and thereafter the By-Laws of the Association shall be made, altered or rescinded by the members of the Association in the manner set forth in the By-Laws.

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director or officer in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or officer at the time such expenses are incurred.

ARTICLE X

ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the members of the Association may be taken without a meeting if a consent in writing is signed by the members that would be required to vote at a meeting to adopt such action and is filed in the minutes of the Association. Notice requirements applicable to meetings shall not apply to action taken without a meeting.

ARTICLE XI

AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

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 considered.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

3. Except as elsewhere provided, an amendment shall be adopted if approved in any one of the following manners:

a. until the Association has been turned over to the members, by not less than two-thirds of the entire membership of the Board of Directors; or after the Association has been turned over to the members, by either of the following subsections;

b. by not less than two-thirds (2/3) of the entire membership of the Board of Directors and also by not less than fifty-one (51) percent of the votes of the voting members duly qualified to vote; or

c. by not less than seventy-five (75) percent of the vote of the voting members duly qualified to vote, regardless of approval of the Board of Directors.

B. No amendment shall make any changes in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Units.

C. No amendment shall make any change in the rights of the Developer without the written approval of the Developer. No amendment shall be made that is in conflict with the Condominium Act or the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been received by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII

FUNDS AND ASSETS OF THE ASSOCIATION

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 Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declarations of Condominium, these Articles and the By-Laws of the Association.

ARTICLE XIII

CONTRACTS AND AGREEMENTS

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract, including those entered or to be entered into with Developer, or any managing agent, shall be invalidated in whole or part by the Association or any subsequent officer, director and/or member(s) thereof on the grounds that the officers, directors and/or member(s) had an interest, whether adverse or not, in the party contracted with, regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the Association. Notwithstanding anything contained herein to the contrary, until such time as control of the Association has passed to the members, the Association will not enter into any contract unless such contract contains a right of termination, without cause, which is exercisable without penalty at any time after transfer of control, upon not more than 90 days notice to the other party.

At any meeting of the Directors or the Association which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with like force and effect, as if he had no such interest if such interest shall be disclosed (though not necessarily the extent or details thereof), or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the Association by reason of any such adverse interest, shall be liable to the Association or to any member or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member, is involved be accountable for any gain or profits realized thereof.

ARTICLE XIV

REGISTERED AGENT

The name of the initial registered agent of the Association is Ted F. Kenyon, and the address of the office of the initial registered agent is 3508 Cherry palm Drive, Tampa, Florida.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting all of the incorporators of this Association, have executed these Articles of Incorporation this 22 day of December, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

26 JAN -8 PM 4:03

I hereby accept the capacity of registered agent at the office designated in the foregoing Articles, and will keep said office open in accordance with Chapter 48.091, Florida Statutes.

Ted F. Kenyon
Ted F. Kenyon, Registered Agent

Subscribers:

Dawn Rice
Dawn Rice

Stanley Acosta
Stanley Acosta

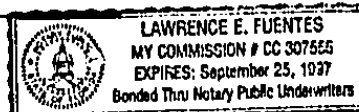
David P. Rice
David P. Rice

Ted F. Kenyon
Ted F. Kenyon

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of 1995, by Ted F. Kenyon who is personally known to me or has produced as identification FL DR LIC.

Lawrence E. Fuentes
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of 1995, by Dawn Rice who is personally known to me or has produced as identification FL DR LIC.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of
1995, by David P. Rice who is personally
known to me or has produced as identification FL DR 112.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of
1995, by Stanley Agosto who is personally
known to me or has produced as identification FL DR 112.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires

