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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: HILTON STATES OF HIALEAH PHASE II, TRINC.
FAX AUDIT NUMBER: H06000002710
DATE REQUESTED: 02/20A/1998
CERTIFIED COPIES: 1
NUMBER OF PAGES: 12
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: HILTON ESTATES OF HALEAH PHASE I, INC.
REF: W96000004311

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000002677
Letter Number: 696A00008346



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: HILTON STATES OF HIALEAH PHASE II, INC.
REF: W96000004349

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections: .

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000002710
Letter Number: 496A00008450



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: HILTON STATES OF HIALEAH PHASE II, INC.
REF: W96000004349

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E96000002710
Letter Number: 496A00009882

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ARTICLES OF INCORPORATION
OF
HILTON ESTATES OF HIALEAH PHASE II, INC.

A Corporation Not For Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I.

The name of the corporation shall be:

HILTON ESTATES OF HIALEAH PHASE II, INC.
(the "Association")

ARTICLE II.

The purposes and objects of the Association shall be to administer the operation and management of HILTON ESTATES OF HIALEAH PHASE II (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Dade County, Florida (the "Land"), described as:

See Exhibit A attached hereto and made a part hereof.

and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Dade County, Florida, if, as and when the Land, and the improvements constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

Pablo R. Bared
391 Coral Way # 3rd Floor
Miami, FL 33145
(305) 442-6163/FBN. 739 405

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Section 2. Membership, Voting, Quorum, Proxies.

2.1. The qualification of members of the Association (the "Members"), the manner of their admission to membership and termination of such membership, and voting by Members, shall be as set forth in Article IV of the Articles, the provisions of which are incorporated herein by reference.

2.2. A quorum at meetings of Members shall consist of persons entitled to cast one third (1/3) of the votes of memberships entitled to vote upon any matter arising at said meeting. The joinder of a Member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.

2.3. The vote of the Owner(s) of a Unit owned by more than one natural person, as tenants in common, joint tenants (except a husband and wife as tenants by the entirety), a partnership, or any other association of natural persons, or by a corporation, a trust, or any other entity, shall be cast or otherwise exercised, at all meetings at which Members of the Association are entitled to vote or otherwise act, by one natural person designated by the Owner(s) of such Unit as the "Primary Occupant" thereof. In each instance where title to a Unit is proposed to be conveyed or is otherwise to become vested in more than one natural person (except a husband and wife as tenants by the entirety), a partnership, or any association of natural persons, or a corporation, a trust, or any other entity, the prospective owner(s) shall, by written instrument acceptable to the Association, designate one natural person as the Primary Occupant. The instrument designating the Primary Occupant shall be filed with the Association, and the person so designated shall be and remain the Primary Occupant of the Unit until such designation has been revoked by written instrument executed by the Owner(s) of the Unit or by lawful conveyance of the Unit. The Primary Occupant of the Unit shall be the only person entitled to cast or exercise, in person or by proxy as allowed by applicable law, the vote of the Owner(s) of such Unit at any meeting of Members or in connection with any action concerning which Members of the Association shall be required or allowed to vote or otherwise act.

2.4. Evidence of the approval or disapproval of the Owner(s) of a Unit upon any matter, whether or not the subject of an Association meeting, shall be given to the Association by the same person who would cast the vote of such Owner if in an Association meeting.

2.5. Except where otherwise required under the provisions of the Articles, these By-Laws or the Declaration, or where the same may otherwise be

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ARTICLE IV.

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

A. The record Owners (as defined in the Declaration) of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, transferred or encumbered in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the Owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) vote for each such Unit owned, in the manner provided by the By-Laws.

E. Until such time as the Land, and the improvements now and/or to be constructed thereon, are submitted to the condominium form of ownership by recordation of a declaration of condominium therefor in the Public Records of Dade County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

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ARTICLE V.

The Association shall have perpetual existence.

ARTICLE VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII.

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such person(s) and/or entity(ies) may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

ARTICLE VIII.

The number of members on the first Board of Directors, who shall serve until the first annual meeting of the Association following the recordation of the Declaration of Condominium, shall be three. The number of members of succeeding Boards of Directors shall also be three, or as otherwise provided from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. Each of the members of all succeeding Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association, except for those Directors who are appointed by Developer.

When (but not before) Unit Owners other than Total Community Development, Inc., a Florida corporation ("Developer"), own at least fifteen percent (15%) of the Units that ultimately will be operated by the Association, the Unit Owners other than Developer shall be entitled to elect, in a manner to be provided

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in the By-Laws, one-third (1/3) of the members of the Board of Directors. Unit Owners other than Developer shall be entitled to elect, in a manner to be provided in the By-Laws, a majority of the members of the Board of Directors upon the earlier to occur of:

(a) Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by Developer in the ordinary course of business;

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by Developer in the ordinary course of business; or

(e) Seven years after recordation of the Declaration,

Developer shall have the right to elect all members of the Board of Directors of the Association which Unit Owners other than Developer are not entitled to elect as long as Developer holds for sale in the ordinary course of business any Unit(s) in the Condominium; and Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium. Notwithstanding the foregoing, Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors of the Association in the same manner as any other Unit Owner of the Association. Not more than sixty (60) days after Unit Owners other than Developer elect a majority of the members of the Board of Directors, Developer shall, within a reasonable time and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association, at Developer's expense, all property of the Unit Owners and of the Association held or controlled by Developer.

Within seventy-five (75) days after the Unit Owners other than Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than sixty (60) days notice of a meeting

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at which such Directors are to be elected, which elections will otherwise be held in accordance with the provisions of the By-Laws.

ARTICLE IX.

The Board of Directors shall elect and may by majority vote separate or remove from office the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE X.

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the first annual meeting of the Association after recordation of the Declaration of Condominium, and thereafter until their successors are selected and have qualified, are as follows:

1. Milton V. Fernandez 6190 NW 11th Street, Sunrise, Florida 33313
2. Reynaldo Fernandez 6190 N.W. 11th Street, Sunrise Florida 33313
3. Juan Quavedo 6190 N.W. 11th Street, Sunrise, Florida 33313

ARTICLE XI.

The name and address of the incorporator of the Corporation is: **Milton V. Fernandez, 6190 NW 11th Street, Sunrise, Florida 33313**

ARTICLE XII.

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

Milton V. Fernandez
Reinaldo Fernandez
Juan Quevedo

ARTICLE XII.

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The original By-Laws of the Association shall be adopted by the approval of a majority of the subscribers to these Articles of Incorporation at a meeting at which each of the subscribers are present, and, thereafter, the By-Laws may be amended, altered or rescinded only by affirmative vote of seventy-five percent (75%) of the votes entitled to be cast by members of the Association at a duly called and held meeting thereof.

ARTICLE XIV.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's and legal assistant's 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, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if 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 or officer may be entitled.

ARTICLE XV.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be given in the same manner as notice of the call of a special meeting of the members as the procedure for giving such notice is described in the By-Laws; provided, that proposed amendments to these Articles of Incorporation may be considered and voted upon

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at annual meetings of the members. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of not less than the owners of seventy-five percent (75%) of those Units in the Condominium which are represented in person or by proxy as allowed by applicable law at any meeting at which a quorum is present in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Dade County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

ARTICLE XVI.

Bared & Associates, P.A. is hereby designated as the registered agent of the Association, and Madison Circle Building, Third Floor, 3191 Coral Way, Miami, Florida, 33145 is hereby designated as the registered office of the Association.

IN WITNESS WHEREOF, the incorporator hereto had hereunto set his hands and seal this 17 day of October, 1995.

By: Milton V. Fernandez
Milton V. Fernandez
Signature of Incorporator

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

BEFORE ME, the undersigned authority, personally appeared Milton B. Fernandez who, being by me first duly sworn on oath, acknowledged that he

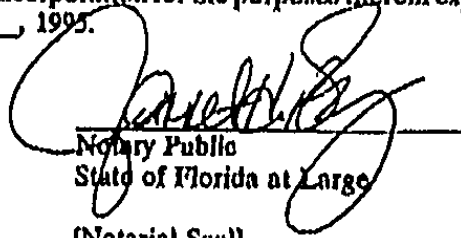
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executed the foregoing Articles of Incorporation for the purposes therein expressed,
this 12 day of October, 1995.


Notary Public
State of Florida at Large

My commission expires:

[Notarial Seal]

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EXHIBIT "A"

Legal Description of Real Property

Tract 18, in the Southeast 1/4 of Section 34, Township
52 South, Range 40 East, of CHAMBERS LAND COMPANY
SUBDIVISION, as recorded in Plat Book 2, Page 68 of the
Public Records of Dade County, Florida, less the West 25
feet thereof.

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

MILTON ESTATES OF HIALEAH PHASE I, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated Madison Circle Building, Third Floor, 3191 Coral Way, Miami, Florida, 33145 as its Initial Registered Agent Office and has named Bared & Associates, P.A., located at said address as its Initial Registered Agent.

By: Milton V. Fernandez
Milton V. Fernandez, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Agent Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BARED & ASSOCIATES, P.A.

By: *[Signature]*
Pablo R. Bared, Esq.

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SECRETARY OF STATE
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