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ARTICLES OF INCORPORATION FOR
PHARMED PARK, PHASE II CONDOMINIUM ASSOCIATION, INC.
A Florida Not-for-Profit Corporation

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.

ARTICLE - I

The name of the corporation is Pharmed Park, Phase II, Condominium Association, Inc., hereinafter referred to as the "Association".

ARTICLE - II

The period of duration for the association is perpetual.

ARTICLE - III

The purpose of the Association is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718 of the Florida Statutes, to operate the Condominium located in Dade County, Florida, and known as Pharmed Park, Phase I, A Condominium, (the "Condominium").

ARTICLE - IV

All terms used in these Articles of Incorporation have the same meaning as designated in the Florida Condominium Act, Chapter 718 of the Florida Statutes, unless these Articles specifically provide otherwise or unless the context dictates a contrary meaning.

ARTICLE - V

The Association shall have all common law and statutory powers permitted a corporation not-for-profit under Florida law and the Condominium Act. The Association shall have those powers reasonable necessary to carry out its responsibilities for the operation of the Condominium in accordance with the Condominium Act, the Declaration of Condominium and the association By-laws, which powers shall include, but not be limited to, the following:

5.1 To make and collect assessments against members for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

ALVAREZ ARMAS & BORRON
2151 S. LEJEUNE RD. #202
CORAL GABLES, FL 33134
(305) 461-8642
FBN. 360780
J. ALFREDO DE ARMAS

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5.2 To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements of the Condominium Property.

5.3 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 its members.

5.4 To acquire and pay for insurance on the Condominium Property and for the protection of the Association and its members.

5.5 In the manner provided in the Association By-Laws, 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 members.

5.6 To approve or disapprove the lease, transfer, mortgaging, ownership or possession of Units in the manner provided for in the Declaration of Condominium or the Association By-Laws.

5.7 To enforce through legal means the Condominium Act, the Declaration of Condominium, the By-Laws of the Association, these Articles and any rules or regulations as contemplated by Section 5.5 of these Articles.

5.8 To contract for the management of the Condominium and delegate to a management entity which may be affiliated with the Developer, those and duties 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.

5.9 To hire employees to perform the services needed for the proper operation of the Condominium.

5.10 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 By-Laws and these Articles. 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 By-Laws and these Articles.

5.11 To belong to a Master Association that may regulate, supervise or provide maintenance to property adjoining The Condominium.

ARTICLE - VI

The Qualifications of the members of the Association, the manner of their admission of membership, termination of such membership and voting by members shall be as follows:

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6.1 The Owners 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 in Section 6.5 of this Article VI.

6.2 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, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of his fee ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Units or who may own a fee ownership interest in two or more Units so long as such party shall retain title to at least one Unit.

6.3 The interest 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 limitations that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.

6.4 On all matters on which the membership shall be entitled to vote, there shall be only one vote cast for each Unit in the Condominium, which vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the By-Laws hereafter adopted by the Association. Should any member own more than one Unit, such member shall be entitled to exercise or cast as many votes as he owns Units in the manner provided by the By-Laws.

6.5 Until such time as the Property and the improvements thereon are submitted to the Condominium Act by the recordation of the Declaration, the membership of the Association shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE - VII

The business and affairs of the Association shall be managed by a Board of Directors consisting of a number of directors determined by the Association By-Laws, but in any event not less than two (2) 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 By-Laws and these Articles, subject only to the approval of the Unit Owners when such approval is specifically required.

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Each Unit Owner within the Condominium shall be entitled to appoint a director. If by unanimous consent the unit owners desire to have the board consist of more than two members, then such directors shall be elected at the annual meeting of the Association members in the manner provided for by the Association By-Laws. Directors may be removed, and vacancies on the Board may be filled as provided for in the Association By-Laws. 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 By-Laws, and they or their replacements appointed by 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 By-Laws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected have qualified or until removed are as follows:

Manuel R. Fernandez

ARTICLE - VIII

The affairs of the Association shall be administered by the officers provided for in the By-Laws. At the first meeting of the Board of Directors following the Association's annual meeting, the Board shall elect the officers who will thereafter serve at the pleasure of the Board. The officers who shall serve until such time as the Board of Directors appoints successors are as follows:

ARTICLE - IX

The Association shall indemnify directors, officers, employees or agents of the Association against all expenses and liabilities including attorney's fees, costs, judgments, fines and settlements reasonably incurred or imposed as a result of any proceedings to which any director, officer, member, employee or agent of the Association may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, unless the Board of Directors approved indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made and reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking

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indemnification was guilty or willful misfeasance or malfeasance in the performance of his duties.

ARTICLE - X

The first By-Laws of the Association shall be adopted by the Board of Directors. The By-Laws may be amended, altered or rescinded in any manner provided for in the By-Laws.

ARTICLE - XI

These Articles may be amended as provided for in this Article XI. Notice of the subject of a proposed amendment must include in the notice of the meeting at which the amendment must be included in the resolution for the adoption of the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board or Directors or any member of the Association. 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 must be approved unanimously. No amendment shall change the qualifications for membership, voting or property rights for members, the Association's obligation under Article V of these Articles to exercise its powers in accordance with the Condominium Act, the Declaration of Condominium, the By-Laws and these Articles, or its obligation under Article V concerning distribution of Association income 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 amendments may be made which conflict 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 Dade County, Florida.

ARTICLE - XII

The names and addresses of the Subscribers to these Articles of Incorporation are:

Manuel R. Fernandez

ARTICLE - XIII

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The initial registered office of the Association shall be J. ALFREDO DE ARMAS located at 2151 South LeJeune Road, Suite 202, Coral Gables, Florida 33134 and the initial registered agent at that address is J. ALFREDO DE ARMAS.

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ACCEPTANCE BY REGISTERED AGENT

I HEREBY AGREE to act as Registered Agent for the above stated not-for-profit corporation and agree to act in this capacity and further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


J. ALFREDO DE ARMAS
Registered Agent

SUBSCRIBERS/INCORPORATORS

IN WITNESS WHEREOF, the undersigned subscriber/incorporator does make, incorporate, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of State of Florida.


MANUEL R. FERNANDEZ
3075 N.W. 107 AVENUE
MIAMI, FLORIDA
Incorporator

DATED this 28th day of March, 1996.

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority personally appeared, MANUEL R. FERNANDEZ, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purpose therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 27 day of March, 1996.

My Commission Expires:


NOTARY PUBLIC
State of Florida at Large



MARIA E. PEREZ
COMMISSION # CC521887
EXPIRES JAN 2 2004

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TALLAHASSEE, FLORIDA

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