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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Highlands Professional Center Management
Association Inc.

Restated
Articles

- Walk In
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Certified Copy

- Certificate of State Standing
- Certificate of Good Standing
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RUSH

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99 SEP 10 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

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99 SEP 10 PM 12:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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Ordered By:

*00789, 01048, 00547, 00672
9/16/99 ORR

Date:



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 10, 1999

RUSH

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

corrected

SUBJECT: HIGHLANDS PROFESSIONAL CENTER MANAGEMENT
ASSOCIATION, INC.
Ref. Number: N96000005822

Please backdate

We have received your document for HIGHLANDS PROFESSIONAL CENTER MANAGEMENT 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 899A00044916

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 16 PM 4:00

RECEIVED

RESTATED ARTICLES OF INCORPORATION
OF
HIGHLANDS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC.
(A Corporation Not For Profit)

FILED
99 SEP 10 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be **HIGHLANDS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC.**

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

(a) To promote the health, safety, and welfare of the owners of units in **HIGHLANDS PROFESSIONAL CENTER**, as per Plat to be recorded in the Public Records of Marion County, Florida, which has been made subject to the DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR HIGHLANDS PROFESSIONAL CENTER (herein "Declaration") to be recorded in the Office of the Clerk of Circuit Court of Marion County and such additional property as may be made subject to such Declaration by amendment thereto in accordance with the provisions thereof, which area will be hereinafter referred to as **HIGHLANDS PROFESSIONAL CENTER**.

(b) To own, maintain, repair, and improve the common areas in **HIGHLANDS PROFESSIONAL CENTER** (including driveways, parking areas, sidewalks, access paths, and drainage facilities and any landscaping, structures or other improvements thereon) the ownership of an interest in, or the obligation of maintenance and repair of any which, shall be vested in or delegated to **HIGHLANDS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC.** under the Declaration as the same may be amended from time to time as therein provided.

(c) To maintain and repair such other property or improvements in the **HIGHLANDS PROFESSIONAL CENTER** respecting which the obligation of maintenance and repair has been reserved or delegated to the corporation under the Declaration.

(d) To provide, purchase, acquire, replace, improve, maintain, repair, and insure such buildings, structures, landscaping, paving, and equipment, both real and personal, as are reasonably necessary or convenient to the health, safety, and welfare of the members of the corporation or necessary or convenient to discharge of any obligation or purpose of the corporation under these Articles or the Declaration.

(e) To fix, levy, collect, and enforce payment of all charges or assessments pursuant to the terms of the Declaration, as the same may be amended from time to time as therein provided, and to pay all expenses in connection with the conduct of the business of the corporation, including management fees, professional fees, and all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(f) To operate without profit and for the sole and exclusive benefit of its members in conformity with the purposes hereinabove expressed.

ARTICLE III

POWERS

The powers of the corporation shall be as follows:

(a) The corporation shall have all of the powers of a corporation not for profit organized under the provisions of Chapter 617, Florida Statutes, which are not in conflict with the terms of the Declaration, as amended from time to time, or the terms of these Articles of Incorporation.

(b) The corporation shall have all of the powers vested in or delegated to it by the Declaration.

(c) The corporation shall have the power to make, establish, and enforce reasonable rules and regulations governing the use of any property, the ownership, control or obligation of maintenance of which is vested in or delegated to the corporation by the Declaration, as amended from time to time.

(d) The corporation shall have the power to make, levy, and collect Annual Assessments, Special Assessments, and Specific Assessments from the members of the corporation in accordance with the provisions of the Declaration, as amended from time to time, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the corporation.

ARTICLE IV

TERM

This corporation shall commence existence upon filing with the Secretary of State of Florida, and shall have perpetual duration.

ARTICLE V

MEMBERS

The members of the corporation shall consist of the owners of units (as such terms are defined in the Declaration, as amended from time to time) in the HIGHLANDS PROFESSIONAL CENTER and all such owners shall be members of the corporation. The owner of any undeveloped or partially developed portion of HIGHLANDS PROFESSIONAL CENTER (as defined in the Declaration, as amended from time to time) shall be deemed the owner of the total number of units in the HIGHLANDS PROFESSIONAL CENTER as established in the Declaration less the number of developed units thereon.

ARTICLE VI

VOTING

(a) Each member shall have the number of votes for each unit owned by such member as are allocated to that unit in the Declaration. When more than one person holds an interest in a unit, all such persons shall be members but the vote for such unit shall be exercised by one of their number designated in the manner provided in the By-Laws and in no event shall more than one member's vote be cast with respect to any unit.

(b) If, at the date of any meeting of the membership, any member is delinquent in payment to the corporation of any annual, special or specific assessment, such member shall not be entitled to a vote for the unit subject to such delinquent assessment.

ARTICLE VII

DIRECTORS

The affairs of the Corporation shall be managed under the authority of a Board of Directors who need not be members of the Corporation. The initial Board of Directors of the Corporation shall consist of three (3) members, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Whitfield M. Palmer, Jr.	3233 SW 33 Road, Suite 201 Ocala, FL 34474
Patricia A. Bevis	3233 SW 33 Road, Suite 201 Ocala, FL 34474
Dorothy Glanzer	3233 SW 33 Road, Suite 201 Ocala, FL 34474

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than three (3). A member of the Board of Directors shall serve for the term provided in the By-laws and until the election and qualification of a successor or until removed from office in the manner provided in the By-laws.

ARTICLE VIII

OFFICERS

The affairs of the corporation, subject to the direction of the Board of Directors, shall be managed by a President, a Secretary-Treasurer and such other officers as may from time to time be provided by the By-laws of the corporation. The officers of the corporation shall be elected by the Board of Directors at a meeting following the Annual meeting of the members of the corporation as provided in the By-laws of the Corporation. The initial officers of the corporation shall be:

PRESIDENT:	Whitfield, M. Palmer, Jr.
SECRETARY- TREASURER:	Dorothy Glanzer

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors, provided, however, that any By-law providing for the determination and levy of Annual or Special Assessments, or any amendment thereto, adopted by the Board shall become effective only upon ratification by members holding a majority of the votes entitled to be cast by the members of the Association.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment or amendments and directing that such Members of the corporation, which may be either the annual or a special meeting of the members.

(b) Written notice setting for the proposed amendment or amendments, or a summary of the changes to be effected thereby, shall be given to each member of the corporation entitled to vote thereon not less than ten nor more than sixty days before the date of the meeting at which such amendment or amendments to be considered by the members. Such notice shall be given either personally by delivery or by first class mail, and, if mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage thereon prepaid addressed to the Member at his address as it appears on the membership roll of the corporation.

Notwithstanding the foregoing provisions for amendment to these Articles of Incorporation, no amendment to these Articles which shall abridge, amend or alter the DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR HIGHLANDS PROFESSIONAL CENTER as amended from time to time and recorded in the public records of Marion County shall become effective without the prior written consent of all persons or entities enjoying the right or rights or the benefit of the obligations to be so abridged, amended or altered.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any

such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable

solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII

DISSOLUTION OF THE ASSOCIATION

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed to the members of the Association as tenants-in-common, with each member receiving an undivided fractional interest equivalent to the number of votes to which such member was entitled immediately prior to the dissolution divided by the total votes then outstanding, such interest being subject, however, to the rights of an "Owner", as defined in the Declaration, as amended from time to time as therein provided, in and to any property so distributed.

(b) The Association may be dissolved upon a resolution to that effect being adopted by a minimum affirmative vote of two-thirds (2/3) of the members of the Board of Directors and approved by a minimum affirmative vote of two-thirds (2/3) of the members.

ARTICLE XIV

PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the Corporation shall be 3233 SW 33 Road, Suite 201, Ocala, Florida 34474 with a mailing address of P. O. Box 367, Ocala, FL 34478. The initial registered agent of the corporation at such address shall be WHITFIELD M. PALMER, JR.

ARTICLE XV

SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation is:

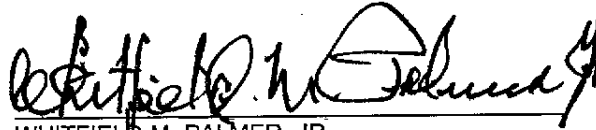
Name

Address

WHITFIELD M. PALMER, JR.

3233 SW 33 Road, Suite 201
Ocala, FL 34474

IN WITNESS WHEREOF, the Subscribers have affixed their signatures this 7th day of Sept. 1999,


WHITFIELD M. PALMER, JR.

STATE OF FLORIDA
COUNTY OF MARION

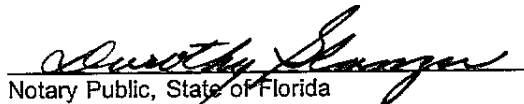
I HEREBY CERTIFY that on this 7th day of Sept. 1999, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared WHITFIELD M. PALMER, JR., to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein contained, that he is personally known to me and an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of Sept. 1999.

My Commission expires:



Dorothy Glanzer
MY COMMISSION # CC756207 EXPIRES
September 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida

Commission No.

(Please Print Name)


P.O. Box 367, Ocala, FL 34418
(Please Print Address)

Having been named Registered Agent of HIGHLANDS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC., I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.


WHITFIELD M. PALMER, JR.
Registered Agent

CERTIFICATE TO RESTATED ARTICLES OF INCORPORATION
OF
HIGHLANDS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC.
(a Corporation Not for Profit)

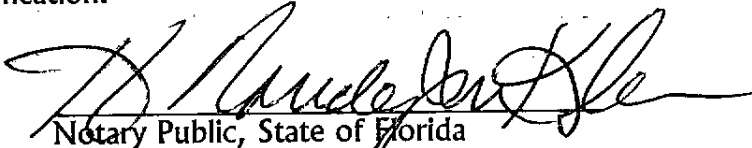
The Restated Articles of Incorporation of Highlands Professional Center Management Association, Inc., a corporation not for profit, contain amendments requiring member approval. The Amendments were adopted by unanimous approval of the members of the corporation at a meeting held by it on September 7, 1999. The number of votes cast for the Amendments were sufficient for approval.



WHITFIELD M. PALMER, JR.
President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 14th day of September, 1999, by WHITFIELD M. PALMER, JR., who is personally known to me or produced as identification.



Notary Public, State of Florida

My commission expires:



H. Randolph Klein
MY COMMISSION # CC627668 EXPIRES
June 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.