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NAME: PLAZA NORTH ASSOCIATION, INC.

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THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA

Direct Dial: 407/418-6462

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RESTATED ARTICLES OF INCORPORATION**OF****PLAZA NORTH ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Plaza North Association, Inc., a Florida corporation not for profit, were filed on August 15, 1997 and assigned Charter No. N97000004668.

The Board of Directors have unanimously agreed in a Written Consent to Action of Directors Taken in Lieu of a Special Meeting dated October 13, 1998, that the corporation's Articles of Incorporation be amended and restated, and the Directors proposed the Amended and Restated Articles of Incorporation to the members of the corporation.

At a special meeting of the members held on October 13, 1998, a minimum of 75% of the members of the corporation voted to adopt the Amended and Restated Articles of Incorporation, and the number of votes cast for the amendment was sufficient for approval in accordance with the corporation's Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act. Accordingly, Article IV, Purpose and Powers of the Association, and Article VIII, Dissolution, of the Articles of Incorporation are amended and the Articles of Incorporation are restated to read as follows:

ARTICLE I**NAME OF CORPORATION**

The name of the corporation is PLAZA NORTH ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION**

The principal office and mailing address of the Association is located at 405 Douglas Avenue, Suite 1955, Altamonte Springs, Florida 32714.

ARTICLE III**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 405 Douglas Avenue, Suite 1955, Altamonte Springs, Florida 32714, and the name of the registered agent at that address is Walter E. Judge.

This document was prepared by:
Cleatous J. Simmons, Esq.
Florida Bar Number: 240737
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P.O. Box 2809, Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE IV**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof. The Association shall provide for the maintenance, preservation and architectural control of the Property described as:

See Exhibit "A" attached hereto
and by this reference made a part hereof

and to promote the efficient and effective use for Class A office space of the Property and any additions thereto as may be hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded on the Public Records of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not for Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

Additionally, the Association shall operate, maintain and manage that certain surface water management system located in Seminole County, Florida, as more particularly described in Exhibit "B", attached hereto, in a manner consistent with the St. Johns River Water Management District Permit No. 4-117-0486-ERP requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions, Restrictions and Easements which relate to the surface water management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water management system.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any part of the Property which is subject by covenants or record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any part of the Property which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one (1) class of voting membership composed of Owners of any part of the Property ("Voting Members"). Voting Members shall be entitled to one (1) vote for each 1000 square feet of gross leasable office space located on the property owned by the Member.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Jerome B. Kahn	2102 Royal Fern Court Longwood, Florida
George W. Jaconetti	733 W. State Road 436, Suite 2001 Altamonte Springs, Florida
Walter E. Judge	405 Douglas Avenue, Suite 1955 Altamonte Springs, Florida 32714

At the first annual meeting, the members elected three (3) Directors for a term of three (3) years. At every third annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

As a condition to the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water management system will be transferred to and accepted by an entity which will comply and be governed by Section 40C-42.027, F.A.C., and approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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ARTICLE IXDURATION

The Corporation shall exist perpetually.

ARTICLE XAMENDMENTS

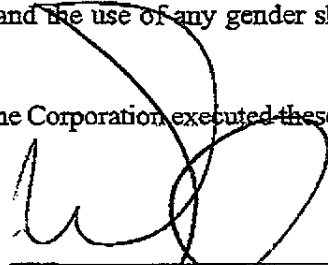
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIADDITIONAL PROVISIONS

Section 1. No officer, trustee or employee of the Corporation shall be personally liable for any debt or other obligation of the Corporation.

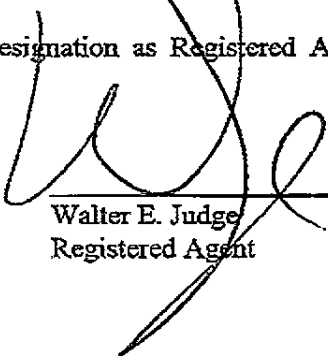
Section 2. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

IN WITNESS WHEREOF, the President of the Corporation executed these Restated Articles of Incorporation this 13th day of October, 1998.



Walter E. Judge, PresidentACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Plaza North Association, Inc.



Walter E. Judge
Registered Agent

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EXHIBIT "A"

From the Northwest corner of the Northeast Quarter of the Northwest Quarter of Section 14, Township 21 South, Range 29 East, Seminole County, Florida, run South $89^{\circ} 43' 00''$ East, along the North line of said Northeast Quarter, a distance of 25.00 feet to a point on the East Right-of-Way Line of Douglas Avenue; thence run North, along said East Right-of-Way Line, 25.00 feet to a point on the North Right-of-Way Line of vacated Aldrich Street and the POINT OF BEGINNING; thence run South $89^{\circ} 43' 00''$ East, along said North Right-of-Way Line 387.66 feet to a point on the West Right-of-Way Line of State Road No. 400 (Interstate Highway No. 4); thence run South $00^{\circ} 00' 47''$ East along said West Right-of-Way Line, 255.00 feet; thence run South $89^{\circ} 59' 13''$ West, 64.00 feet; thence run North 101.00 feet; thence run North $89^{\circ} 36' 17''$ West, 116.69 feet; thence run South 145.87 feet; thence run West 53.00 feet; thence run South 194.81 feet; thence run East 9.80 feet; thence run South 46.00 feet; thence run West 72.20 feet; thence run South 71.00 feet; thence run East 130.00 feet; thence run South 64.84 feet to a point on the South Line of the Northwest Quarter of the Northeast Quarter of the Northwest Quarter of said Section 14; thence run North $89^{\circ} 37' 48''$ West, along said South Line, 202.00 feet to a point on the aforementioned East Right-of-Way Line of Douglas Avenue; thence run North, along said East Right-of-Way Line, 676.35 feet to the POINT OF BEGINNING.

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From the Northwest Corner of the NE 1/4 of the NW 1/4 of Section 14, Township 21 South, Range 29 East, Seminole County, Florida, run S.89°43'00"E., along the North Line of said NE 1/4, a distance of 25.00 feet to the East Right-of-Way Line of Douglas Avenue; thence run South, along said East Right-of-Way Line, 651.35 feet to a point on the South Line of the NW 1/4 of the NE 1/4 of the NW 1/4 of said Section 14; thence run S.89°37'48"E., along said South Line, 202.00 feet for a POINT OF BEGINNING; thence run North 64.84 feet; thence run West 130.00 feet; thence run North 71.00 feet; thence run East 72.20 feet; thence run North 46.00 feet; thence run East 243.42 feet to a point on the West Right-of-Way Line of Interstate Highway No. 4; thence run S.00°00'47"E., along said West Right-of-Way Line, 133.07 feet to a point 50.00 feet North of said South Line of the NW 1/4 of the NE 1/4 of the NW 1/4; thence run N.89°37'48"W. 50.00 feet; thence run S.00°00'47"E. 50.00 feet to a point on said South Line; thence run N.89°37'48"W. 135.81 feet to the Point of Beginning.

From the Northwest Corner of the NE 1/4 of the NW 1/4 of Section 14, Township 21 South, Range 29 East, Seminole County, Florida, run S.89°43'00"E., along the North Line of said NE 1/4, a distance of 25.00 feet to the East Right-of-Way Line of Douglas Avenue; thence run South, along said East Right of-Way Line, 651.35 feet to a point on the South Line of the NW 1/4 of the NE 1/4 of the NW 1/4 of said Section 14; thence run S.89°37'48"E., along said South Line, 387.81 feet to a point on the West Right-of-Way Line of Interstate Highway No. 4; thence run N.00°00'47"W., along said West Right-of-Way Line, 183.04 feet for a POINT OF BEGINNING; thence continue N.00°00'47"W., along said West Right-of-Way Line, 238.89 feet; thence run S.89°59'13"W. 64.00 feet; thence run N.00°00'47"W. 101.00 feet; thence run N.89°36'17"W. 116.69 feet; thence run South 145.87 feet; thence run West 53.00 feet; thence run South 194.81 feet; thence run East 233.76 feet to the Point of Beginning.

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EXHIBIT "B"

The Surface Water or Stormwater Management System is more fully described and shall mean and refer to the system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, and 40C-42, Florida Administrative Code, including without limitation all drains, outfalls, piping, connections, manholes, retention ponds and areas, clean outs, catch basins and other related and appurtenant facilities as are or may be constructed upon the property which is the subject of that certain Declaration of Covenants, Conditions, Restrictions and Easements for Plaza North, Seminole County, Florida recorded in O.R. Book 3284, Pages 0174-0210 of the Public Records of Seminole County, Florida.

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