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LAW OFFICES
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OF COUNSEL
SCOTT J. TEPPER
Member
NEW JERSEY AND NEW YORK BARS

January 7, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002397181--4
-01/12/98--01094--001
****122.50 ****122.50

Re: Floral Lakes Residents' Association, Inc., a Florida Nonprofit corporation

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, check no. 0093 in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee: \$70.00
Certified Copy \$52.50

TOTAL \$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Respectfully submitted,

LEVINE & ASSOCIATES, CHARTERED

By:



Curtis G. Levine, Esq.

CGL:ms
Encs.

FILED
98 JAN 12 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-13-98

ARTICLES OF INCORPORATION
of
FLORAL LAKES RESIDENTS' ASSOCIATION, INC.
a Florida Nonprofit corporation

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is FLORAL LAKES RESIDENTS' ASSOCIATION, INC.

The principal office of this corporation is:

c/o Emanuel Stone
6166 Lake Hibiscus Drive
Delray Beach, Florida 33484

The mailing address of this corporation is:

c/o Emanuel Stone
6166 Lake Hibiscus Drive
Delray Beach, Florida 33484

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TALLAHASSEE, FLORIDA

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general civic purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are for the advancement of community, social, cultural, political, educational and benevolent improvement within, at and around the Floral Lakes subdivision of Delray Beach, Florida and any other related or corresponding civic purposes including the distribution of its funds for such purposes.

The corporation shall operate exclusively in any other manner for such community, social and civic purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt

organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI MEMBERSHIP; ELECTION OF DIRETORS

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation. The Directors shall be elected as provided in the bylaws.

ARTICLE VII SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Emanuel Stone
6166 Lake Hibiscus Drive
Delray Beach, Florida 33484

Leonard Levinsohn
6237 Canal Shore Way
Delray Beach, Florida 33484

Monique Poules
15445 Lake Gardinia Place
Delray Beach, Florida 33484

Harriet Rosenberg
6138 Lake Hibiscus Drive
Delray Beach, Florida 33484

ARTICLE VIII AMENDMENT OF BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the bylaws.

ARTICLE IX
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to civic, educational, and community purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE X
REGISTERED AGENT AND OFFICE

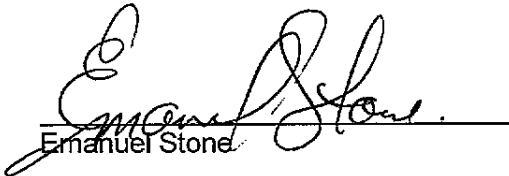
The address of the corporation's registered office shall be c/o Levine & Associates, Chartered, One Boca Place, 2255 Glades Road, Suite 200-East, Boca Raton, Florida 33431 and the name of its registered agent at said address shall be Curtis G. Levine, Esq.

ARTICLE XI
AMENDMENT OF ARTICLES

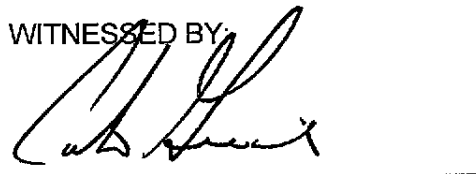
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

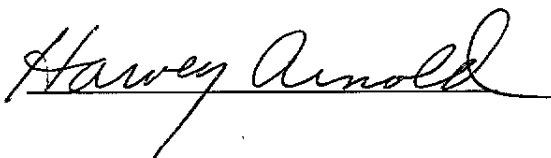
I, the undersigned, being a subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 7th day of January, 1998.

INCORPORATOR


Emanuel Stone

WITNESSED BY:





CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

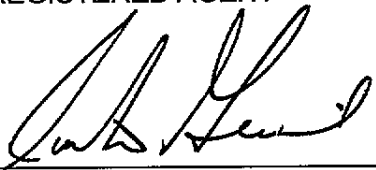
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, *FLORIDA STATUTES*, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Floral Lakes Residents' Association, Inc.
2. The name and address of the Registered Agent and Office is:

Curtis G. Levine, Esq.
One Boca Place, Suite 200-East
2255 Glades Road
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT


Curtis G. Levine

Dated this 7th day of January, 1998.

FILED
98 JAN 12 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA