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NAME: VISTA ALEGRE TOWNHOMES VILLAS STAGE IV CONDO
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ARTICLES OF INCORPORATION

VISTA ALEGRE TOWNHOMES VILLAS STAGE IV
CONDOMINIUM ASSOCIATION, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

WE, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida pursuant to Florida Statutes 617, Et Seq., and hereby certify as follows:

ARTICLE I

The name of the corporation shall be "VISTA ALEGRE TOWNHOMES VILLAS STAGE IV CONDOMINIUM ASSOCIATION, INC."

ARTICLE II

The general purpose of this non-profit corporation shall be to be the "Condominium Association" (as defined in the Condominium Act of the State of Florida, F.S. 718, Et Seq.) for the operation of Vista Alegre Townhomes Villas Stage IV Condominium to be created pursuant to the provisions of the Condominium Act, and as such Condominium Association to operate and administer said Condominium

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and carry out the functions and duties of said Condominium Association as set forth in the Declaration of Condominium establishing said Condominium and Exhibits annexed thereto.

ARTICLE III

All persons who are owners of condominium parcels within said Condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer the owner of a condominium parcel. Membership in the corporation shall be limited to such condominium parcel owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed for said Condominium in the Public Records of Dade County, Florida.

ARTICLE IV

This corporation shall begin its corporate existence on the date these articles are filed with the State of Florida, Secretary of State, and shall have perpetual existence.

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ARTICLE V

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

Leo Bellon
11020 S.W. 88 Street
Suite 200
Miami, Florida 33176

Jacqueline Hernandez Valdes, Esq.
1401 Brickell Avenue, Suite 650
Miami, Florida 33131

Gonzalo R. Dorta, Esq.
1401 Brickell Avenue, Suite 650
Miami, Florida 33131

ARTICLE VI

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the By-Laws adopted by the Corporation (the "By-Laws"). Directors, subsequent to the first Board, shall be elected at the annual meeting of the membership for a term of one (1) year or until their successors shall be elected and qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation

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of directors and for filling vacancies on the Directorate shall be established by the By-Laws.

Section 2. The principal officers of the corporation, who shall be elected, from time to time, in the manner set forth in the By-Laws, shall be:

President
Vice-President
Secretary
Assistant Secretary
Treasurer

One person may not hold more than one of the aforementioned offices, except that the Vice President may be also either Treasurer and/or Secretary.

ARTICLE VII

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and By-Laws, are as follows:

PRESIDENT: Leo Bellon
VICE-PRESIDENT/SECRETARY/TREASURER: Jacqueline Hernandez Valdes, Esq.
ASSISTANT SECRETARY: Gonzalo R. Dorta, Esq.

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ARTICLE VIII

The following persons shall constitute the first Board and shall serve until the first election to be held at the first regular meeting of the membership:

Leo Bellon of 11020 S.W. 88 Street, Suite 200,
Miami, Florida 33176.

Jacqueline Hernandez Valdes, Esq. of 1401 Brickell
Avenue, Suite 650, Miami, Florida 33131.

Gonzalo R. Dorta, Esq. of 1401 Brickell Avenue,
Suite 650, Miami, Florida 33131.

ARTICLE IX

The By-Laws shall initially be made and adopted by its first Board.

After the time the Vista Alegre Townhomes Villas Stage IV Condominium has been submitted to Condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting or at a duly convened special meeting of the

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membership attended by a majority of the membership, by vote, as follows:

- A. If the proposed change has been approved by the unanimous approval of the Board, then it shall require only a majority of the total membership to be adopted.
- B. If the proposed change has not been approved by the unanimous vote of the Board, then the proposed change must be approved by three-fourths (3/4) of the total vote of the membership to be adopted.

Provided, however, that any changes to the size or configuration of units will require the unanimous consent of all unit owners. Also, provided, however, that any changes to the Declaration, By-Laws or equivalent documents of the Condominium, which establish, provide for, govern or regulate (1) voting; (2) assessments, assessment liens or subordination of such liens; (3) insurance or Fidelity Bonds; (4) rights to use of the common elements; (5) responsibility for maintenance and repair of the several portions of the Condominium; (6) expansion or contraction of the condominium regime

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or the addition, annexation or withdrawal of property to or from the regime; (7) the interests in the general or limited common elements; (8) convertability of units into common elements or of common elements into units; (9) leasing of units; (10) imposition of any right of first refusal or similar restriction on the right of a unit owner to sell, transfer, or otherwise convey his/her/its or her unit in the Condominium; and/or (11) establishment of self-management by the condominium association, the consent of owners of units to which at least sixty-seven (67%) percent of the votes in the Condominium Association shall be required. Also, provided, however, that any changes to the Declaration, By-Laws or equivalent documents of the Condominium, which materially affect the rights or interest of mortgagees, or where such consent is otherwise required by the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation shall be subject to the approval of all first mortgagees having an interest on a unit(s), which approval may not be unreasonably withheld. Also, provided, however, that no amendment shall change the rights or privileges of

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Developer referred to in said Declaration and Exhibits attached thereto, without Developer's written approval.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided for the amendment of the By-Laws as set forth in Article IX above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary or Assistant Secretary and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State and all filing fees are paid.

ARTICLE XI

This corporation shall have all of the power set forth in Florida Statute 617.021, and all of the powers set forth in the Condominium Act of the State of Florida, all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto.

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ARTICLE XII

There shall be no dividends paid to any of the members nor shall any part of the income of the corporation be distributed to its Board or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses, etc. The corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes and, upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

The corporation shall issue no share of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and the By-Laws. The voting rights of the owners of parcels in

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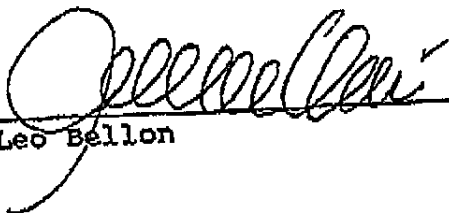
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said Condominium property shall be as set forth in the Declaration of Condominium and/or the By-Laws.

ARTICLE XIII

The initial principal and mailing office of the corporation shall be 1401 Brickell Avenue, Suite 650, Miami, Florida 33131, and the original resident agent of this corporation shall be Gonzalo R. Dorta, Esq. of 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 3rd day of May, 1992.



Leo Bellon



Jacqueline Hernandez Valdes, Esq.

Gonzalo R. Dorta, Esq.

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Leo Bellon, Jacqueline Hernandez Valdes, Esq. and Gonzalo R. Dorta, Esq., who, after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of Vista Alegre Townhomes Villas Stage IV Condominium Association, Inc., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid this 31st day of May, 1999.

(NOTARY SEAL)



Notary Public, State of Florida at Large



MONTENSIA RODRIGUEZ DEL REY
FLY COMMISSIONER # 0044182 EXPIRES
March 8, 1999
REG. # 127777 FRI INSURANCE, INC.

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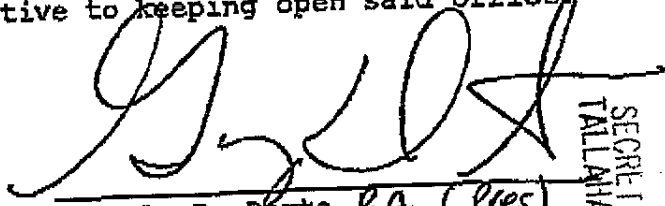
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, VISTA ALEGRE TOWNHOMES VILLAS STAGE III CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 1401 Brickell Avenue, Suite 650, Miami, Florida 33131 has named Gonzalo R. Dorta, ^{P.A.} Esq. of 1401 Brickell Avenue, Suite 650, Miami, Florida 33131, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Gonzalo R. Dorta P.A. (Pres)

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IN WITNESS WHEREOF, the subscribers hereto have hereunto set

their hands and seals this 8th day of May, 1998.

Leo Bellon

Jacqueline Hernandez Valdes, Esq.



Gonzalo R. Dorta, Esq.

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