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Rosenbaum & Segur, P.A.
ATTORNEYS AT LAW

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Port Charlotte, Fl. 33953
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October 13, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert W. Segur

General Trial Practice
Personal Injury and Wrongful Death
Criminal Law
Marital and Family
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Family Law Mediator

Richard J. Rosenbaum

Real Property Law
Probate & Estates
Personal Injury
*Also admitted in New York

Corporate Records Bureau
Division of Corporations, Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation
The Enclave Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$78.75 to cover the costs of the filing fee, certified copy and registered agent designation.

Thank you for your attention to this matter. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

Richard J. Rosenbaum
Richard J. Rosenbaum

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*****78.75 *****78.75

RJR/bl
Enclosures

WAP-23663
P. Hall
OCT 30 1998
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 19, 1998

RICHARD J. ROSENBAUM, ESQ.
1300 ENTERPRISE DRIVE, UNIT C
PORT CHARLOTTE, FL 33953

SUBJECT: THE ENCLAVE PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W98000023663

We have received your document for THE ENCLAVE PROPERTY OWNERS' 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 298A00051534

Rosenbaum & Segur, P.A.
ATTORNEYS AT LAW

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October 27, 1998

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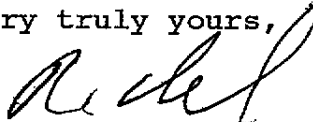
Ms. Pamela Hall, Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Enclave Property Owners' Association, Inc.
Your Ref. Number W98000023663

Dear Ms. Hall:

Enclosed herewith is the corrected Articles of Incorporation for The Enclave Property Owners' Association, Inc. as you requested in your October 19, 1998 letter to me. Thank you for your assistance.

Very truly yours,



Richard J. Rosenbaum

RJR/bl
Enclosures

ARTICLES OF INCORPORATION
OF
THE ENCLAVE PROPERTY OWNERS' ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is THE ENCLAVE PROPERTY OWNERS' ASSOCIATION, INC. The principal address for the office of the corporation is 400-A Simmons Road, Tobyhanna, PA 18466.

ARTICLE II

The purpose for which this corporation is organized is to act as the governing association of THE ENCLAVE, a single residential subdivision composed of eighteen (18) lots on real property located in Charlotte County, Florida.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: Any person or persons or entity that hold(s) title in fee simple to a lot in THE ENCLAVE shall, by virtue of such ownership, automatically be a member of this corporation.

ARTICLE IV

The association shall have two classes of voting membership:

A. Class A: Class A members shall be all owners except the Developer, Bennett Enterprises, Inc., a Florida corporation (hereinafter the "Developer") until the Developer becomes a class A member as more particularly provided below. Each class A member shall be entitled to one vote for each lot in which he holds an interest. When more than one person holds an interest in any lot, all such persons shall be members, but only one vote for such lot shall be cast as they among themselves determine in accordance with the procedures set forth in the Bylaws of the corporation.

B. Class B: Class B members shall be the Developer, its successors and assigns. The Class B member's approval on all matters shall be required until the earlier of such time as the Class B member shall voluntarily authorize a transfer of its membership to Class A membership or until Developer ceases to own 10% of the lots. At such time as the Class B membership shall cease and be converted to Class A membership, Developer shall be entitled to one vote for each lot then held by Developer. Within 90 days after conversion of Class B membership into Class A membership, a meeting shall be held at which the Developer shall formally relinquish control of the corporation and the Class A members will be entitled to elect not less than a majority of the members of the Board of Directors of the corporation, subject, however, to the Developer's right to elect not less than one member of the Board of Directors of the corporation for as long as the Developer holds for sale in the ordinary course of business at least one lot in the subdivision and further subject to certain limitations on actions affecting the Developer as long as it owns any lots, as set forth in the Bylaws.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The name and address of the subscriber to these Articles of Incorporation is as follows:

Nelson M. Bennett	400-A Simmons Road Tobyhanna, Pennsylvania 18466
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ARTICLE VII

The street address and mailing address of the initial registered office of this corporation shall be 1300-C Enterprise Dr. Pt. Charlotte FL 33953. The name of the initial registered agent at such address is Richard J. Rosenbaum.

ARTICLE VIII

The affairs of the corporation are to be managed initially by a Board of 3 Directors. The Board may be increased to any number not to exceed seven (7). The Directors will be elected each year at the annual

meeting of the Corporation as provided for in the Bylaws.

ARTICLE IX

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

President	Nelson Bennett
Vice-President	Susan Bennett
Secretary/Treasurer	Susan Bennett

ARTICLE X

The number of persons constituting the first Board of Directors shall be three and their names and addresses are as follows:

Nelson Bennett	400-A Simmons Road Tobyhanna, Pennsylvania 18466
Susan Bennett	400-A Simmons Road Tobyhanna, Pennsylvania 18466
Roche11e Jones	400-A Simmons Road Tobyhanna, Pennsylvania 18466

ARTICLE XI

The Bylaws of the corporation are to be made, altered or rescinded by the members of the Association as provided for in the Bylaws.

ARTICLE XII

Amendments to these Articles of Incorporation may be proposed and adopted at any regular or specially called meeting of the members of the Association by a majority vote of all the members. Due notice of the meeting must be given as provided for in the Bylaws.

ARTICLE XIII

No part of the net earnings of this corporation shall inure to the benefit of any member or individual,

except through the acquisition, construction, management, maintenance, or care of property owners' association property or through the rebate of the excess membership dues, fees or assessments.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of October, 1998.

Signed, sealed and delivered in the presence of:

Richard Rosenbalk
Witness

Printed Name: RICHARD ROSENBAWK

Barbara M. Lockhart

Witness

Printed Name: Barbara M. Lockhart

Nelson M. Bennett
Nelson M. Bennett

STATE OF Florida
COUNTY OF Charlotte

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Nelson M. Bennett known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and seal this 13th day of October 1998

Barbara M. Lockhart
NOTARY PUBLIC



Barbara M. Lockhart
My Commission CC627178
Expires March 5, 2001

CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS

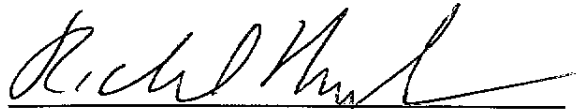
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE ENCLAVE PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Port Charlotte, County of Charlotte, State of Florida, has designated Richard Rosenbaum whose street address 1300-C Enterprise Dr. Port Charlotte, Charlotte Co State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Registered Agent