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CRAIG B. WARD

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

OF COUNSEL
CHARLES D. MINER
BOARD CERTIFIED IN TAXATION

October 19, 1998

SUITE 501
105 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801
TELEPHONE (407) 839-0222
FAX (407) 839-0577

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: DESOTO CIRCLE HOMES CONDOMINIUM ASSOCIATION, INC.

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation for Desoto Circle Homes Condominium Association, Inc., together with an additional copy of the Articles which I would appreciate your certifying and returning to me.

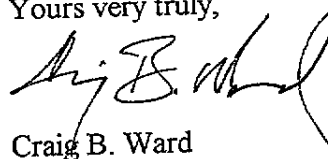
This form's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$35.00
Registered Agent filing fee	\$35.00
Certified Copy	<u>8.75</u>
Total:	\$78.75

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Please contact me immediately if anything further is required to complete this filing.

Yours very truly,


Craig B. Ward

CBW:sg
Enclosures
cc: Mr. Tony Ayton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:08

R. Purinton NOV 23 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

CRAIG B. WARD P.A.
105 EAST ROBINSON ST. STE. 501
ORLANDO, FL 32801

SUBJECT: DESOTO CIRCLE HOMES CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W98000024169

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 698A00052414

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:08

**DESOTO CIRCLE HOMES CONDOMINIUM ASSOCIATION, INC.
(A corporation not for profit)**

We, the undersigned, being natural persons competent to contract, do hereby associate ourselves in order to form a corporation not for profit under the laws of Florida for the purposes and with the powers herein specified:

ARTICLE I

NAME

The name of the corporation shall be DESOTO CIRCLE HOMES CONDOMINIUM ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes of the Association shall be to administer for the benefit of its members the operation and management of the condominium (the "Condominium") to be established in accordance with Chapter 718 of the Florida Statutes (the "Condominium Act") upon that certain real property situated in Orlando, Orange County, Florida, which is described as:

Lot 12, Block C, REPLAT OF IVANHOE PARK, as recorded in Plat
Book G, Page 28 ½, Public Records of Orange County, Florida

and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws"), and the

Declaration of Condominium to be recorded in the Public Records of Orange County, Florida (the "Declaration"), as and when the property described above, together with the improvements situated thereon, are submitted to the condominium form of ownership, and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the said lands submitted to the condominium form of ownership, the improvements and such other property, real and personal, as may be or as may become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium.

ARTICLE III

POWERS

The Association shall have all of the powers and privileges granted to a corporation not for profit organized and existing under the laws of Florida, all of the powers and duties set forth in the Condominium Act, as the same may be amended from time to time, and such other lawful powers as are reasonably necessary to carry out the objections and purposes of the Association, including, but not limited to, the following:

1. To make and establish reasonable rules and regulations governing the use and appearance of the Condominium Property;
2. To establish the amount of and collect assessments against members of the Association to defray the costs and expenses of the Association in operating the Condominium;
3. To utilize the proceeds of said assessments to carry out the objects and purposes of the Association;
4. To buy and lease real and personal property for the use of its members, and to sell or

- otherwise dispose of property owned or acquired by the Association;
5. To maintain, repair, replace, operate and manage the Condominium Property, to reconstruct and repair the Condominium Property after casualty, and to construct and maintain additional improvements for the use and benefit of its members;
 6. To obtain and pay for policies of insurance on the Condominium Property and insurance for the protection of the Association and its members;
 7. To approve or disapprove in any instance the transfer of ownership or possession of possession of the units in accordance with applicable provisions of the Declaration and the Bylaws;
 8. To enforce the provisions of these Articles, the Declaration and the Bylaws, and all other rights of the Association accorded to it by law;
 9. To contract for the management of the Condominium and, in connection therewith, to delegate any or all of its powers and duties to the extent permitted by the Condominium Act and these Articles, the declaration and the Bylaws as the same may be amended from time to time; and
 10. To purchase units of the Condominium at sales in foreclosure of liens for assessments duly levied by the Association; provided however that the Association shall bid no more than the amount secured by its lien.

ARTICLE IV

MEMBERS

Section One. The record owners or units in the Condominium shall constitute the members

of the Association; provided however, that, until such time as the Condominium Property has been submitted to the condominium form of ownership by recording the Declaration in the Public Records of Orange County, Florida, the membership of the Association shall be comprised solely of the subscribers to these Articles, and they shall be entitled to vote on all matters upon which the membership would be entitled to vote.

Section Two. On all matters upon which members shall be entitled to vote, there shall be one vote each cast for Units 1 and 2. Such votes shall be cast without regard to the number of owners of the particular unit, and any record owner of a unit shall be presumed to be authorized to cast the vote for that unit on behalf of any co-owners.

Section Three. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner other than as an appurtenance to the unit owned by such member. Such funds and assets shall be held and expended only for the benefit of the membership and for the purposes authorized in these Articles, the Declaration and the Bylaws. The Association shall make no distribution of income to its members.

ARTICLE V

DIRECTORS

Section One. The affairs of the Association shall be managed by a Board of Directors which shall consist of three (3) Directors or such greater number as may be prescribed in the Bylaws of the Association. Directors need not be members of the Association, and their terms may be successive.

Section Two. The names and residences of the initial Directors who shall hold office until their successors are elected in accordance with the Bylaws and have qualified are:

Anthony J. Ayton
327 Desoto Circle
Orlando, Florida 32806

Sandra E. Ayton
327 Desoto Circle
Orlando, Florida 32806

Craig B. Ward
105 E. Robinson Street #501
Orlando, Florida 32801

Section Three. Except for the initial directors, the Directors of the Association shall be elected at the annual meeting of the members in the manner set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors filled in the manner provided by the Bylaws; provided however that, so long as the developer of the Condominium retains ownership of any unit, the respective rights and obligations of the unit owners and the developer with respect to the election of Directors and control of the Association shall be governed by the applicable provisions of the Condominium Act.

ARTICLE VI

OFFICERS

Section One. The affairs of the Association shall be administered by a President and a Secretary. Officers shall be elected by the Board of Directors at the first meeting following the

annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors.

Section Two. The names and residences of the officers who shall serve until their successors are determined in accordance with the Bylaws and have qualified are:

President: Anthony J. Ayton
327 Desoto Circle
Orlando, Florida 32806

Secretary: Sandra J. Ayton
327 Desoto Circle
Orlando, Florida 32806

ARTICLE VII

INDEMNIFICATION

Every Director and officer of the Association, and every member of the Association serving the Association and its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, to which he may be a party or in which he may become involved by reason of his having been a Director or officer of the Association, or by reason of his serving or having served the Association at its request, whether or not he is serving in such capacity at the time such expenses are incurred; provided however that, in the event of any settlement before the entry of a judgment or in the event such officer, Director or member is adjudged guilty of wrongful misfeasance or malfeasance in the performance of his duties, the indemnification provided herein shall apply only if the Board of Directors has approved the settlement or reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in

addition to, and not exclusive of, all other rights to which such Director, officer or member may be entitled under law.

ARTICLE VIII

BYLAWS

The original Bylaws of the Association shall be proposed and adopted by a majority of the subscribers to these Articles. Thereafter, the Bylaws may be amended, altered or rescinded by the affirmative vote of two-thirds of the members as provided in the Bylaws.

ARTICLE IX

AMENDMENTS

Section One. Amendments to these Articles may be proposed by the Board of Directors of the Association upon a vote of a majority of the Directors, or by members of the Association owning a majority of the units in the Condominium, whether meeting as members or by written instrument signed by them.

Section Two. A copy of each amendment to these Articles which has been so approved by the members shall be filed with and certified by the Secretary of State of Florida, and such certified copy shall be recorded in the Public Records of Orange County, Florida within sixty (60) days from the date upon which such amendment is adopted.

Section Three. Notwithstanding anything else herein contained, no amendment to these Articles shall be approved which would abridge, amend or alter the rights of the developer of the Condominium with respect to its representation on the Board of Directors prior to the disposition sale of all units owned by it or which would adversely affect the rights of any record holder of a mortgage upon any unit.

CERTIFICATE OF DESIGNATION

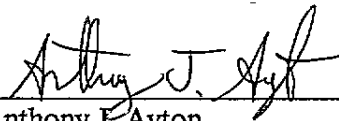
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.10501, 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 DESOTO CIRCLE HOMES CONDOMINIUM ASSOCIATION, INC.
2. The name and address of the registered agent and registered office are:

Craig B. Ward, Esq.
105 East Robinson Street, Suite 501
Orlando, Florida 32801

October 20, 1998




Anthony J. Ayton

ACCEPTANCE

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.

October 21, 1998



Craig B. Ward

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE X

TERM OF EXISTENCE

The Association shall have perpetual existence.

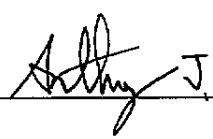
ARTICLE XI

SUBSCRIBER

The name and address of the subscriber to these Articles are:

Anthony J. Ayton
327 Desoto Circle
Orlando, Florida 32806


IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereto set their hands and seals this 19 day of October, 1998.

 (Seal)

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **ANTHONY J. AYTON**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he has executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of October, 1998, at Orlando, Orange County, Florida


My Commission Expires: