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March 4, 1999

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****122.50 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

Re: Articles of Incorporation
Village on Crescent Lake at Breckenridge Condominium Association, Inc.

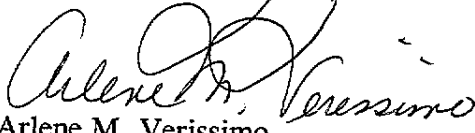
Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Village on Crescent Lake at Breckenridge Condominium Association, Inc., together with a check in the amount of \$122.50 to cover filing fee and certified copy cost. Upon filing, please return one file stamped copy to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.


Arlene M. Verissimo,

Secretary to George L. Consoer, Jr.

Enclosures

cc: Gleneagles of Naples, Inc.

FILED
99 MAR -8 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BRONK MAR 15 1999

ARTICLES OF INCORPORATION

OF

VILLAGE ON CRESCENT LAKE AT BRECKENRIDGE
CONDOMINIUM ASSOCIATION, INC.

FILED
99 MAR -8 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and adopt the following articles of incorporation:

ARTICLE I
NAME

The name of this corporation is VILLAGE ON CRESCENT LAKE AT BRECKENRIDGE
CONDOMINIUM ASSOCIATION, INC.

ARTICLE II
ADDRESS

The mailing address of this corporation is 19850 Breckenridge Drive, Estero, Florida
33928.

ARTICLE III
TERM

The corporation shall have perpetual existence.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of providing an entity under Chapter
718, the Florida Condominium Act, (the "Act"), for the operation of a condominium
located in Lee County, Florida, and known as Village On Crescent Lake at Breckenridge,
a Condominium.

ARTICLE V
MEMBERS

The qualification of members of the corporation and the manner of their admission
shall be as regulated by the Bylaws of the corporation.

ARTICLE VI
AGENT

The address of the initial registered agent of this corporation is Joseph D. LoTurco, Gleneagles of Naples, Inc., 19850 Breckenridge Drive, Estero, FL 33928.

ARTICLE VII
DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3) and their names and addresses are as follows:

Joseph D. LoTurco	19850 Breckenridge Drive Estero, Florida 33928
Joseph R. Nicolla	52 Corporate Circle Albany, New York 12203
John Sullivan	52 Corporate Circle Albany, New York 12203

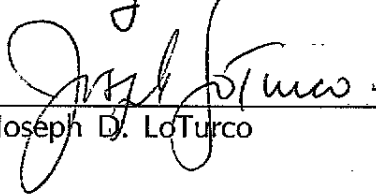
ARTICLE VIII
ELECTION OF DIRECTORS

The method of election of Directors is set forth in the Bylaws.

ARTICLE IX
INDEMNITY

The corporation shall defend, hold harmless, and indemnify the directors, officers, members, employees, and agents of the corporation against all expenses and liabilities, including attorney's fees, costs, judgments, fines and settlements, reasonably incurred or imposed as a result of any proceeding or threatened proceeding to which such person may become involved by reason of serving or having served the corporation at the request of the corporation; provided that unless the Board of Directors approves indemnification as being in the best interests of the corporation by a resolution setting forth the reasons for such approval, duly adopted and recorded in the minutes of the corporation, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful malfeasance in the performance of such person's duties. This right to indemnification shall not be exclusive of any other rights to which a person seeking indemnification might be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of FEBRUARY 1999.

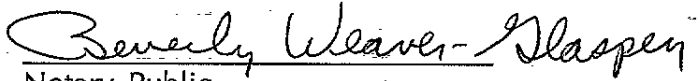


Joseph D. LoTurco

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

The foregoing was acknowledged before me this 26 day of February, 1999, by Joseph D. LoTurco, who is personally known to me or has produced a _____ as identification.

My Commission Expires:

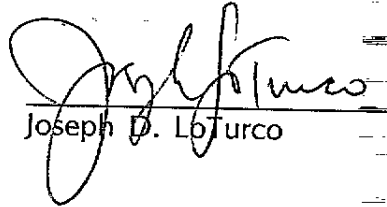


Notary Public
Beverly Weaver - Glaspey
Printed Name

NOTARY PUBLIC - STATE OF FLORIDA
BEVERLY R. WEAVER-GLASPEY
COMMISSION # CC803388
EXPIRES 10/22/2002
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

I, Joseph D. LoTurco having been named as Registered Agent to accept service of process for Village On Crescent Lake At Breckenridge Condominium Association, Inc., a Florida corporation not-for-profit, at the place designated in these articles, agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Joseph D. LoTurco

Estero, Florida

2/26, 1999.

FILED
99 MAR -8 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA