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FLORIDA NON-PROFIT CORPORATION

CRYSTAL LAKE WAREHOUSE CONDOMINIUM ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 9, 1999

FAS-T CORP

SUBJECT: CRYSTAL LAKE WAREHOUSE CONDOMINIUM ASSOCIATION, INC.
REF: W99000008493

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You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR

CRYSTAL LAKE WAREHOUSE CONDOMINIUM ASSOCIATION, INC.

The undersigned Subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be CRYSTAL LAKE WAREHOUSE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of the certain condominium located in Broward County, Florida, and known as CRYSTAL LAKES WAREHOUSES-II, a Condominium (the "Condominium").

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
POWERS

The powers of the Association shall include and be governed by the following:

4.01 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.02 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these

ARTICLES - 1

Prepared By: Robert S. Zippin
7101 W. McNab Rd. St 200
Naples, Florida 33321
Phone#(954)-720-1776

H99000008340 4

Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium property, and insurance for the protection of the Association, its officers, directors, and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium property.

(h) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

4.03 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.04 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.05 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the

provisions of the Declaration and the By-Laws.

ARTICLE V
MEMBERS

5.01 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium, and after termination of the Condominium shall consist of those who are members at the time of the termination and their successors and assigns.

5.02 Assignment. The share of a member in the funds and any assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.03 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit Owned.

5.04 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VI
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII
SUBSCRIBERS

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

NAME: TERENCE RUNDLE

ADDRESS: 2605 Atlantic Boulevard
 Suite 212
 Pompano Beach, FL 33062

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors

are designated by the Board of Directors are as follows:

President:	Terence Rundle
Vice-President, Treasurer and Secretary:	Joan Rundle
Assistant Secretary:	Robert S. Zippin

ARTICLE IX
DIRECTORS

9.01 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Except for directors appointed by the Developer, all directors must be either members of the Association or owners of a Unit in the Condominium.

9.02 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.03 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.04 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws.

9.05 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and follows:

<u>Name</u>	<u>Address</u>
Terence Rundle	2605 Atlantic Boulevard Suite 212 Pompano Beach, FL 333064
Joan Rundle	2605 Atlantic Boulevard Suite 212 Pompano Beach, FL 333064
Robert S. Zippin	7101 W. McNab Road Suite 200 Tamarac, FL 33321

4

ARTICLE X
INDEMNIFICATION

10.01 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.02 Expenses. To the extent that a director officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.01 above or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.03 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.01 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

ARTICLES - 5

10.4 Advances. Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, agreement, vote of members of otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association.

ARTICLE XIII
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The initial principal Office of this Corporation shall be at 2605 Atlantic Boulevard, Suite 212, Pompano Beach, Florida 33062 with the privileges of having its office and branch offices at other places within or without the State of Florida. The initial Registered Agent and his address shall be Robert S. Zippin, Esquire, 7101 W. McNab Road, Suite 200, Tamarac, Florida 33321

IN WITNESS WHEREOF, the Subscribers have affixed their signatures, this 7th day of April, 1999.

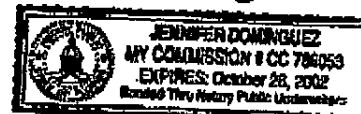
Terence Rundle
By: Terence Rundle

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7th day of April, 1999, by Terence Rundle, who is personally known to me.

My Commission Expires:

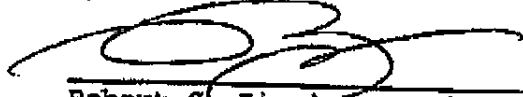
Jennifer Dominguez
NOTARY PUBLIC, STATE OF FLORIDA



H99000008340 4

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 7 day of April, 1999.



Robert S. Zippin, Esquire

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TALLAHASSEE, FLORIDA

ARTICLES - 7

H99000008340 4