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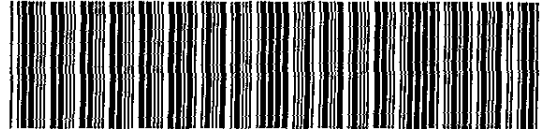
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[Signature] & Rest

RICHARD L. PEARSE, JR., P.A.
LAWYERS

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OF COUNSEL:
PIERRO & ASSOCIATES, LLC†
ALBANY, NEW YORK
NEW YORK, NEW YORK
†MEMBERS NOT ADMITTED
IN FLORIDA

November 7, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of
Gaeta Commercial Center Association, Inc.

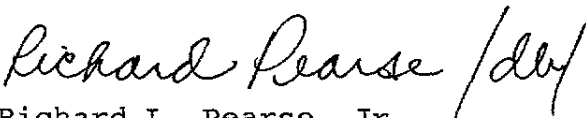
Dear Sir or Madam:

Enclosed you will find the original and one copy of the Amended and Restated Articles of Incorporation for the referenced corporation. A check in the amount of \$43.75 (\$35.00 filing fee plus \$8.75 for certified copy) is also enclosed for the filing fee.

Please return one certified copy of the Amended and Restated Articles to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,


Richard L. Pearse, Jr.

RLP/dab

Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GAETA COMMERCIAL CENTER ASSOCIATION, INC.

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Pursuant to the provisions of Fla. Stat. §617.1006, the undersigned Florida nonprofit corporation adopts the following amended and restated articles of incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - NAME

The name of this corporation is GAETA COMMERCIAL CENTER ASSOCIATION, INC.

Article II - PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be 3394 Cerrito Court, Naples, FL 34109.

Article III - PURPOSES

A. The purposes and objects of the corporation shall be all of those purposes and objects which are authorized for a not for profit corporation pursuant to the provisions of Chapter 617, Florida Statutes.

B. Without in any way limiting the generality of the preceding section A of this Article III, the purposes and objects of this corporation shall specifically include the ownership, maintenance, preservation, administration, and management of all common areas and easement parcels, including, without limitation, easements for drainage, ingress, egress and parking, located within GAETA COMMERCIAL CENTER, a plat of a parcel of real property located and situated in Palm Beach County, Florida, which is recorded in Plat Book 84, Page 197, Public Records of Palm Beach County, Florida.

C. The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each lot owner will be credited with the portion of any excess that is proportionate to his or her interest in the real property reflected in said plat.

Article IV - CORPORATE POWERS

A. The Corporation shall have all of the general corporate powers and attributes of a Florida not for profit corporation in accordance with the provisions of Chapter 617, Florida Statutes.

B. Without in any way limiting the generality of the preceding section A of this Article IV, the corporation shall have the specific power to:

1. Own and convey real property and interests therein within and without the State of Florida.

2. Operate and maintain common property, and specifically the surface water management system located on and situated within the GAETA COMMERCIAL CENTER, a plat of a parcel of real property located and situated in Palm Beach County, Florida, which is recorded in Plat Book 84, Page 197, Public Records of Palm Beach County, Florida.

3. Establish rules and regulations of the corporation.

4. Assess members and enforce assessments in the manner set forth in the bylaws of the corporation and/or any applicable recorded restrictions concerning GAETA COMMERCIAL CENTER.

5. Sue and defend lawsuits in the corporation's own name.

6. Contract for services, if necessary, to provide the services for operation and maintenance required elsewhere in these Articles.

Article V - MEMBERS

Each platted lot of GAETA COMMERCIAL CENTER shall have appurtenant to it a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, except that no person or entity holding title to a lot as security for performance of an obligation shall acquire the membership appurtenant to the unit by virtue of the title ownership. In no event may any membership be severed from the lot to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders of it to exercise that proportion of the total voting power of the corporation corresponding to the proportionate area of each individual lot relative to the plat as a whole.

Article VI - DURATION

The corporation shall have perpetual existence. However, if the corporation is ever dissolved, any interest in real property owned by the corporation which comprises the surface water management system and the right of access to the property containing the surface water management system of GAETA COMMERCIAL CENTER shall be conveyed to an appropriate agency of local government. If such conveyance is not accepted, then the surface water management system and the right of access to the property containing the surface water management system of GAETA COMMERCIAL CENTER must be dedicated to a similar not-for-profit corporation or association.

Article V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1239 S. Myrtle Avenue, Clearwater, FL 33756. The name of the initial registered agent at the office is RICHARD L. PEARSE, JR.

Article VI - INCORPORATOR

The name and address of the incorporator of the corporation is: RICHARD L. PEARSE, JR., 1239 S. Myrtle Avenue, Clearwater, FL 33756.

Article VII - DIRECTORS

The number of persons constituting the first board of directors is three. The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

C. CALVIN GAETA
3394 Cerrito Court
Naples, FL 34109

DOLORES GAETA
3394 Cerrito Court
Naples, FL 34109

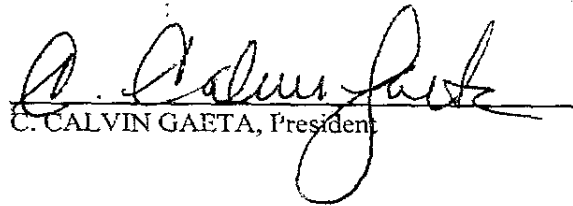
RICHARD L. PEARSE, JR.
1449 Wetherington Way
Palm Harbor, FL 33756

At the first annual meeting, the members shall elect three directors, who may but need not be members of the corporation, to serve for one year or until the next annual meeting of the corporation, whichever occurs later. At each annual meeting thereafter the members shall elect or re-elect three directors for a term of one year each.

Article VIII - AMENDMENT

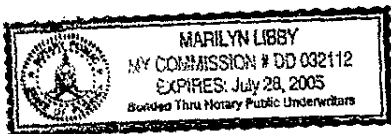
The members of the corporation may amend these articles in the manner provided in Chapter 617, Florida Statutes, except that any proposed amendment which would affect the surface water management system located within the GAETA COMMERCIAL CENTER (including any environmental conservation areas and the water management portions of the common areas, if any) must be submitted to the South Florida Water Management District for a determination of whether the amendment necessitates a modification of the environmental resource of environmental management permit. If a modification is necessary, the District will so advise the permit holder. Such amendment affecting the surface water management system may not be finalized until any necessary permit modification is approved.


In witness whereof, the undersigned has executed these amended and restated articles of incorporation on November 6, 2002.


C. CALVIN GAETA, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me on this 6 day of November, 2002, by C. CALVIN GAETA, who was personally known by me or who produced the following satisfactory evidence of identity: _____

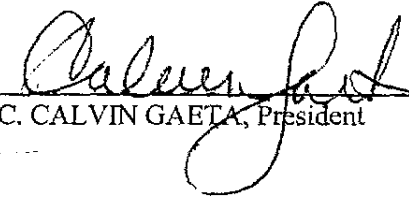



Print Name: MARILYN LIBBY
Notary Public—State of Florida
Commission No.: _____
My commission expires: _____

CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GAETA COMMERCIAL CENTER ASSOCIATION, INC.

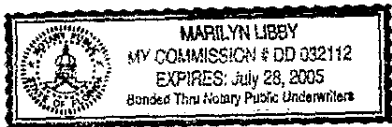
1. The name of the corporation is GAETA COMMERCIAL CENTER ASSOCIATION, INC.
2. The foregoing Amended and Restated Articles of Incorporation of GAETA COMMERCIAL CENTER, INC., contain amendments requiring member approval.
3. The foregoing Amended and Restated Articles of Incorporation of GAETA COMMERCIAL CENTER, INC., was adopted by the unanimous written consent of all of the members of the corporation without action by the directors of the corporation pursuant to Fla. Stat. §617.1002(2) on November 6, 2002. The number of member votes cast for the Amended and Restated Articles of Incorporation of GAETA COMMERCIAL CENTER, INC., was sufficient for approval.

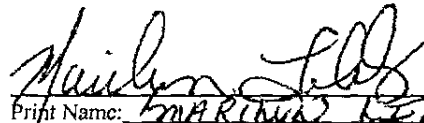
In witness whereof, the undersigned has executed this certificate on this 6 day of November, 2002.


C. CALVIN GAETA, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me on this 6 day of November, 2002, by C. CALVIN GAETA., who was personally known by me or who produced the following satisfactory evidence of identity: _____




Print Name: MARILYN LIBBY
Notary Public—State of Florida
Commission No.: _____
My commission expires: _____