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January 28, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/31/97--01101--007
****122.50 ****122.50


Re: Condominium Management Services of Collier County, Inc.
Dear Sir or Madam:

EFFECTIVE DATE
1-27-97

Enclosed is the original and one copy of Articles of Incorporation for Condominium Management Services of Collier County, Inc. Please file the original and return a certified copy to our office as soon as possible in the self-addressed postage paid envelope provided for your convenience. Also enclosed is a check for \$122.50 to cover the filing fees for these transactions.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Very truly yours,


Steven M. Falk
For the Firm

SMF/jed
Enclosures

86028_1.WPS

FILED
97 JAN 31 AM 8:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CONDOMINIUM MANAGEMENT SERVICES OF COLLIER COUNTY, INC.

FILED
97 JAN 31 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE

EFFECTIVE DATE
1-27-97

The name of the corporation is CONDOMINIUM MANAGEMENT SERVICES OF COLLIER COUNTY, INC. The principal place of business of the corporation and its mailing address shall initially be 4039 Mohawk Place, Naples, Florida 33962.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 4039 Mohawk Place, Naples, Florida 33962 and the name of the initial registered agent of the corporation at that address is Richard J. Aldacosta. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial director of the corporation is:

NAME

ADDRESS

Richard J. Aldacosta

4039 Mohawk Place
Naples, FL 33962.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

Richard J. Aldacosta

4039 Mohawk Place
Naples, FL 33962.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XI

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of subscription and acknowledgement.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 1997.



RICHARD J. ALDACOSTA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of January, 1997, by RICHARD J. ALDACOSTA, who is personally known to me.

Steven Mark Falk
Notary Public, State of Florida
Print Name Steven Mark Falk
Serial Number _____

My Commission Expires:

1/2/98

[NOTARY SEAL]



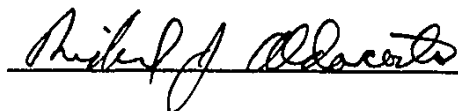
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 CONDOMINIUM MANAGEMENT SERVICES OF COLLIER COUNTY, INC.

2. The name and address of the registered agent and office is Richard J. Aldacosta, 4039 Mohawk Place, Naples, FL 33962.



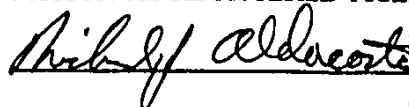
RICHARD J. ALDACOSTA

Title: Incorporator

Date: January 27, 1997

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.

DATE: January 27, 1997



RICHARD J. ALDACOSTA

FILED
JAN 31 AM 8:51
SECRETARY OF STATE
TALLAHASSEE
FLORIDA