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LAW OFFICE OF
CARL L. JOHNSON
2731 N.W. 41st Street, Suite B-3
GAINESVILLE, FLORIDA 32606

CARL L. JOHNSON
Real Property Law

VIA FEDERAL EXPRESS

FILED
97 AUG 20 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone
(352) 377-7444
Fax (352) 377-7410

August 19, 1997

Return to
File ASAP

Corporate Information Products
Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Re: Articles of Incorporation

Dear Sir or Madam:

900002272849--8
-08/20/97--01092--021
****122.50 ****122.50

Please find enclosed the following:

HAILE FOREST HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W97000018466

This document was returned to our office for corrections.
Your office is in receipt of our check totaling \$245.00. The
corrections have been made as per your instructions. Kindly
file and return.

BALMORAL HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W97000018467

This document was returned to our office for corrections.
Your office is in receipt of our check totaling \$122.50. The
corrections have been made as per your instructions. Kindly
file and return.

ILLUMINATIONS II, INC.

Articles of Incorporation

Enclosed is our check #5552 in the amount of \$122.50
record and return to our office.

APARTMENTS AT THE THOMAS ESTATE, INC.

Articles of Incorporation

Enclosed is our check #5551 in the amount of \$122.50 to
record and return to our office.

Sincerely,

Linda M. McCurdy
Staff Assistant

K.P. AUG 20 1997

Encl.

RECEIVED
97 AUG 20 PM 1:13
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Illuminations II, Inc.

FILED
97 AUG 20 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Illuminations II, Inc. The mailing address for the corporation is 2731 N.W. 41st Street, Suite B-3, Gainesville, Florida 32606.

Article II - Duration

This corporation shall have a perpetual existence, commencing on the date of filing these articles with the Department of State.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2731 N.W. 41st Street, Suite B-3, Gainesville, FL 32606 and the name of the initial registered agent of this corporation at that address is Carl L. Johnson.

Article VII - Initial Board of Directors

The Board of Directors shall be elected as provided for in the By-Laws. This corporation shall have one (1) 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 name and address of the initial director of this corporation is:

Carl L. Johnson	2731 N.W. 41st Street, Suite B-3 Gainesville, FL 32606
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Article VIII - Incorporators

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

Carl L. Johnson	2731 N.W. 41st Street, Suite B-3 Gainesville, FL 32606
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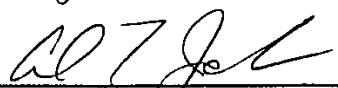
Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 18th day of August, 1997.



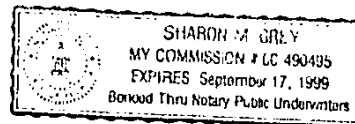
Carl L. Johnson

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared CARL L. JOHNSON well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed, that I relied upon the following form of identification: personal knowledge.

WITNESS my hand and official seal in the County and State named above this
18th day of August, 1997.


Notary Public
My commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS WITHIN THIS STATE.**

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act;

THAT Illuminations II, Inc., desiring to organize under the laws of the State of Florida has named Carl L. Johnson, 2731 N.W. 41st Street, Suite B-3, Gainesville, FL 32606, County of Alachua, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment as registered agent and accept the obligations of that position with which I am familiar.

By 
Carl L. Johnson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA