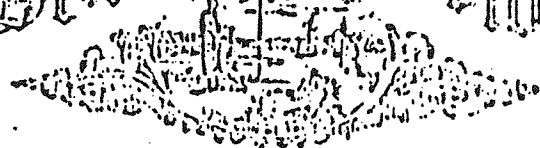


State of Florida


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SACKS-MARTIN PLAZA SOUTH, A CONDOMINIUM, INC., a corporation organized under the Laws of the State of Florida, filed on August 24, 1908, as shown by the records of this office.

The document number of this corporation is N20020.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 24th day of August, 1908.



Jim Smith
Secretary of State

CH2022 (8-87)

ARTICLES OF INCORPORATION
OF
SACKS-MARTIN PLAZA SOUTH -
A CONDOMINIUM, INC.

FILED
20 JUN 26 11 31 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person competent to contract, associate myself for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

ARTICLE I
NAME

The name of the corporation is SACKS-MARTIN PLAZA SOUTH, A CONDOMINIUM, INC.

ARTICLE II
PURPOSE

The purposes and objectives of the corporation are such as are authorized under Chapter 710 of the Florida Statutes and include providing for the operation, maintenance, preservation, administration, and management of Sacks-Martin Plaza South, a Condominium, under the Florida Condominium Act, located in St. Johns County, Florida (hereinafter referred to as the "Condominium").

The powers of the Association shall be, in addition to the general powers afforded a corporation not-for-profit under the statutory laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Association, including, but not limited to, the following:

1. To operate and manage a condominium building or buildings and the lands on which it is situated.
2. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Condominium and By-Laws and any rules and regulations of the Association which shall include:
 - (a) to make and collect assessments against members to defray the costs, expenses and losses of the Condominium;
 - (b) to use the proceeds of assessments in the exercise of its powers and duties;
 - (c) to maintain, repair, replace and operate the Condominium property;
 - (d) to reconstruct improvements after casualty and to further improve the property;
 - (e) to make and amend regulations respecting the use of the Condominium properties;
 - (f) to approve or disapprove proposed mortgages of condominium units;
 - (g) to enforce by legal means the provisions of the Declaration of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the Condominium property;
 - (h) to contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;
 - (i) to purchase insurance upon the property and insurance for the protection of the Association and its members as unit owners.
 - (j) to operate and maintain the property's stormwater management system and stormwater discharge facility as exempted or permitted by State and Federal Agencies.

3. The Association shall enjoy all the powers, rights and privileges upon non-profit corporations of a similar character by the provisions of Chapter 617, Florida Statutes, entitled "Florida Corporations Not for Profit," now or hereafter in force and to do any and all things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations formed to operate condominium buildings under the provisions of Chapter 718, Florida Statutes, 1977, as amended, now or hereafter in force.

5. No compensation shall be paid to Directors for their services as Directors. Compensation, however, may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Association outside of his or her duties as a Director. In this case, compensation must be approved and advanced by the Board of Directors and the vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents, or attorneys for services rendered to the corporation.

6. All funds and the title to all properties acquired by this Association and the proceeds thereof, shall be held in trust for the owners of the condominium units in accordance with the provisions of the Declaration of Condominium, these Articles and the By-Laws.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, together with its supporting documents, which govern the use of the lands to be operated and administered by this Association.

O.R. 821 Pg 1518

Each condominium unit shall have appurtenant thereto 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 unit as security for the performance of an obligation, shall acquire the membership appurtenant to such unit by virtue of such title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which such membership corresponds, as established in the Declaration.

ARTICLE V
DURATION

The period of the duration of the corporation is perpetual.

ARTICLE VI
SUBSCRIBER

The names and units of the subscribers to these Articles are listed in the property appraisers tax rolls as owners of said units.

*Two in the 4 subscribers listed
by the 16th day of
August, 1988*

1/1

W. J. ...
Notary

Notary Public, State of ...
My Commission Expires ...
Dated this ... day of ...

ARTICLE VII
OFFICERS

O. N. 821. PB 1520

The affairs of the corporation are to be managed by a President, Vice President and Secretary/Treasurer who will be accountable to the Board of Directors. Officers will be elected annually in the manner set forth in the By-Laws.

The names of the officers who are to serve until the first election of officers are as follows:

| Name | Office |
|--------------|---------------------|
| Robert Sacks | President |
| Keith Martin | Vice President |
| Robert Sacks | Secretary/Treasurer |

ARTICLE VIII
DIRECTORS

O.R. 821 PG 1521

The number of persons constituting the first Board of Directors is not less than three (3). 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:

Robert Sacks
602 Baywood Trail
St. Augustine, FL
32086

Keith Martin
1056 Alcala Drive
St. Augustine, FL
32086

Perry Robins, H.D.
227 Dowers Lane
St. Augustine, FL
32084

The election of Directors, their terms of office, removal or the filling of vacancies on said Board shall be in accordance with the By-Laws of the Association.

ARTICLE IX
BY-LAWS

By-Laws regulating operation of the corporation shall be adopted by the Board of Directors and may be amended by the first Board of Directors until the first annual meeting of members. Thereafter, the by-Laws shall be amended by the members in the manner set forth in the By-Laws.

ARTICLE X
AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by at least two-thirds (2/3) of the Directors or by members entitled to exercise at least one-third (1/3) of the then authorized membership voting power. Amendments may be adopted by affirmative vote of those members exercising not less than two-thirds (2/3) of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to these Articles shall be set forth in the By-Laws.

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that, in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct in the performance of his or her duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

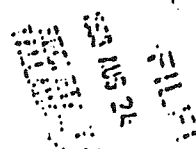
ARTICLE XI:
INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address of the Registered Office of the Association is Sacks-Martin Plaza South, 4475 U.S. Highway 1 South, Suite 100, St. Augustine, Florida 32006, and the name of its initial Registered Agent at such address is Robert Sacks.

Robert Sacks
Robert Sacks

STATE OF FLORIDA

COUNTY OF ST. JOHNS



I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Bob Sacks, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 12th day of August, 1980.

Elizabeth J. Sacks
Notary Public
State of Florida
My Commission Expires

Notary Public, State of Florida at Large
My Commission Expires Jan. 20, 1992
Bonded thru Agent's Notary Brokerage