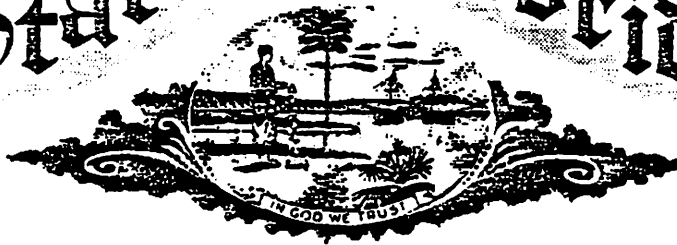


State of Florida

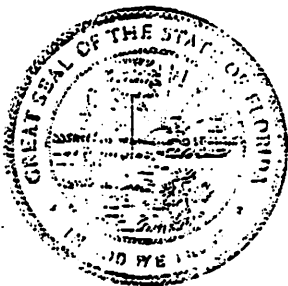


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of
EDGEWATER CONDOMINIUM APARTMENTS OF DELTONA, FLORIDA, INC.

filed on February 14, 1980.

The Charter Number for this corporation is 751062.



CORP 104 Rev 1-79

Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
14th day of February, 1980.

George F. ...
Secretary of State

FILED

FEB 14 8 07 AM '80

ARTICLES OF INCORPORATION

EDGEWATER CONDOMINIUM APARTMENTS OF DELTONA, FLORIDA, INC.

SECRETARY OF STATE
FLORIDA

WE, the undersigned, each being a natural person competent to contract, do hereby associate ourselves for the purpose of acting as incorporators of a corporation not for profit under the laws of the State of Florida, pursuant to the provisions of Chapter 617, of the Florida Statutes, providing for the formation of a corporation not for profit, with the powers, rights, privileges and immunities, as hereinafter set forth:

I.

NAME

The name of the corporation is EDGEWATER CONDOMINIUM APARTMENTS OF DELTONA, FLORIDA, INC., (hereinafter called the "Association").

II.

REGISTERED OFFICE, RESIDENT AGENT

The principal office of the Association will be at Deltona, Volusia County, Florida. The name of the initial registered agent for service of process and the address of the registered office is Michelle R. Garbis, 3250 S.W. 3rd Avenue, Miami, Florida, who is authorized to accept service of process within this state upon the Association.

III.

PURPOSE

The purposes and objects for which the Association is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617, of the Florida Statutes, as same may from time to time, be amended. As used herein, the term "corporation not for profit" means a corporation of which no part of the income is distributable to its members, directors and officers.

Without limiting the generality of the foregoing, the purposes for which the Association is organized shall include maintenance, preservation, administration, operation and

management of Edgewater Condominium Apartments of Deltona, Florida, (hereinafter called "Condominium"), a condominium formed pursuant to the Florida Condominium Act, and a Declaration of Condominium to be executed and filed in the office of the Clerk of the Circuit Court of Volusia County, Florida.

IV.

MEMBERSHIP IN THE ASSOCIATION

Each owner of a condominium unit shall have, appurtenant to his ownership interest, a membership in the Association 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 security interest. In no event may any membership be severed from the unit to which it is appurtenant. Membership in the Association shall cease and terminate upon the sale, transfer or disposition of the member's ownership interest in his condominium unit.

As used in these Articles of Incorporation, the By-Laws and the Declaration of Condominium, the term "Unit Owners" shall be synonymous with the term "members" when referring to members of the Association.

V.

VOTING RIGHTS OF UNIT OWNERS

Owners of each unit, as members of the Association, shall have one (1) vote for each unit owned by such Unit Owner, provided, however, in the event that a unit is owned by more than one person, the persons owning said unit are entitled to cast a single vote in the manner provided for in the By-Laws.

VI.

MEETINGS OF UNIT OWNERS

The first annual meeting of Unit Owners shall be held within not less than thirty (30) nor more than forty (40) days after Unit Owners receive notice from the Board of Directors that at

least fifteen percent (15%) of the units have been sold and closed by LAKESHORE PROPERTIES, INC., a Florida corporation, (a wholly owned subsidiary of The Deltona Corporation), (hereinafter called the "Developer"), or its duly authorized agents. Thereafter, annual meetings of Unit Owners shall be held on the third Tuesday of January of each succeeding year; provided, however, that the meeting at which the Unit Owners other than Developer become entitled to elect a majority of the Board of Directors, pursuant to the provisions of Article VII hereof, shall be deemed to be the annual meeting in respect of said year, and with respect to that year, it shall not be necessary that an annual meeting be held on the date specified herein.

VII.

DIRECTORS

The Association shall initially be governed by a Board of Directors consisting of three (3) persons. The names and addresses of the Directors who are to serve until the first annual meeting of Unit Owners or until their successors qualify and are elected are:

Carol E. Hinkley	3250 S.W. 3rd Ave., Miami, Florida
Paul M. Schaefer	3250 S.W. 3rd Ave., Miami, Florida
Michelle R. Garbis	3250 S.W. 3rd Ave., Miami, Florida

At the first annual meeting of Unit Owners, one (1) of the above named Directors shall resign, and the Unit Owners shall elect one (1) Director to serve until the next annual meeting of Unit Owners. At each annual meeting thereafter, and until such time as the Unit Owners other than the Developer become entitled to elect at least a majority of the Board of Directors, the Unit Owners shall elect one (1) Director to serve for a period of one (1) year or until the next annual meeting, whichever shall occur sooner.

Unit Owners other than the Developer shall be entitled to elect not less than a majority of the Board of Directors at a meeting, which meeting shall be deemed to be the annual meeting in respect of that year, to be held after the earliest of: (1) the

date three (3) years after fifty percent (50%) of the units in the Condominium that will be operated ultimately by the Association, have been conveyed to purchasers; or (2) the date three (3) months after ninety percent (90%) of the units in the Condominium that will be operated ultimately by the Association have been conveyed to purchasers; or (3) the date when all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by Developer in the ordinary course of business; or (4) the date when some of the units have been conveyed to purchasers, and none of the other units are being constructed or offered for sale by Developer in the ordinary course of business.

At such time as the Unit Owners other than Developer are entitled to elect at least a majority of the Board of Directors the number of Directors shall be increased to five (5) persons to be elected as hereinafter set forth. Thereafter, the members shall have the right at any annual or special meeting called for that purpose, to change the number of directors constituting the Board of Directors. In no event shall the Board of Directors consist of less than three (3) persons nor more than fifteen (15) persons.

At such annual meeting and all subsequent annual meetings, the Unit Owners other than Developer shall elect the greater of: (1) a majority of the members of the Board; or (2) that number of members of the Board corresponding to the aggregate voting power of the Unit Owners other than Developer. Directors so elected shall serve until the next annual meeting. All members of the Board of Directors elected by Unit Owners other than Developer, shall be owners of a condominium unit.

VIII.

OFFICERS

The officers of the Association who are accountable to the Board of Directors shall be a President, one or more Vice-

Presidents, a Secretary and a Treasurer. Officers shall be elected annually by the Board of Directors.

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

Carol E. Hinkley	President
Paul M. Schaefer	Vice-President
Michelle R. Garbis	Secretary
Ed S. Torgas	Treasurer

IX.

BY-LAWS

The initial By-Laws of the Association shall be adopted by the initial Board of Directors, who can alter or amend said initial By-Laws. Once adopted, the By-Laws shall be annexed to the Declaration of Condominium. Thereafter, the By-Laws may be altered or repealed in the manner provided for in the initial By-Laws and in conformity with the provisions of Chapters 617 and 718, of the Florida Statutes.

X.

DURATION

The period of duration of the Association is perpetual, unless sooner terminate pursuant to the provisions of the Declaration of Condominium or pursuant to the provisions of the laws of the State of Florida.

XI.

NO STOCK

Although the Association is a corporation, the Association shall never have or issue shares of stock nor will it ever have or provide for non-member voting.

XII.

SUBSCRIBERS

The names and residences of the subscribing incorporators are:

Michelle R. Garbis	7300 S.W. 142nd Ave., Miami, FL
William I. Livingston	8501 S.W. 200th St., Miami, FL
Richard M. Brenner	10901 S.W. 105th Ave., Miami, FL

XIII.

POWERS

The Association shall have and may exercise any and all rights, privileges and powers set forth in Chapters 617 and 718, of the Florida Statutes, together with those powers conferred by the aforesaid Declaration of Condominium and the By-Laws of the Association, as same may from time to time be amended. Without limiting the generality of the foregoing, the Association shall have the following powers:

1. To determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.

2. To take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any unit in the Condominium; to borrow money and mortgage any such property to finance the acquisition thereof on the vote of seventy-five percent (75%) of the members; and to transfer, lease and convey any such property.

3. To dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of seventy-five percent (75%) of the members.

4. To enter into agreements on behalf of and for the benefit of the Unit Owners including, without limiting the generality of the foregoing, agreements for the use of land or facilities not belonging to the Association.

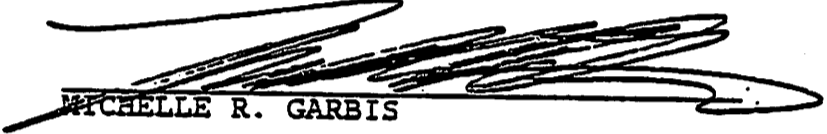
XIV.

AMENDMENT

Until the first annual meeting of the Unit Owners, these Articles of Incorporation may be altered or amended at any regular or special meeting of the Board of Directors upon a resolution adopted by a majority of the Directors. Thereafter, these Articles of Incorporation may be altered or amended at any regular or special meeting of the voting Unit Owners provided

that: (1) notice of the meeting is given in the manner provided for in the By-Laws and that said notice contains a full statement of the proposed alteration or amendment; and (2) the proposed alteration or amendment is approved by the affirmative vote of three-fourths (3/4) of all Unit Owners.

WE, the undersigned, being each of the subscribers/incorporators hereinabove named, for the purpose of forming a corporation not for profit, pursuant to Chapter 617, Florida Statutes, Supra, do hereby subscribe to this Certificate of Incorporation and have hereunto set our hands and seals this 12th day of February, 1980.


MICHELLE R. GARBIS

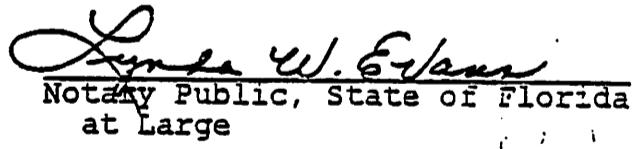

WILLIAM I. LIVINGSTON


RICHARD M. BRENNER

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared MICHELLE R. GARBIS, WILLIAM I. LIVINGSTON, and RICHARD M. BRENNER, who after being duly sworn according to law, depose and say that they are competent to contract and further acknowledge that they did subscribe for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 12th day of February, 1980.


Notary Public, State of Florida
at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUG. 15 1980
BONDED THRU GENERAL INS. UNDERWRITERS

ACKNOWLEDGEMENT BY REGISTERED AGENT

MICHELLE R. GARBIS, having been named in the Articles of Incorporation to accept service of process for the above named corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.


MICHELLE R. GARBIS