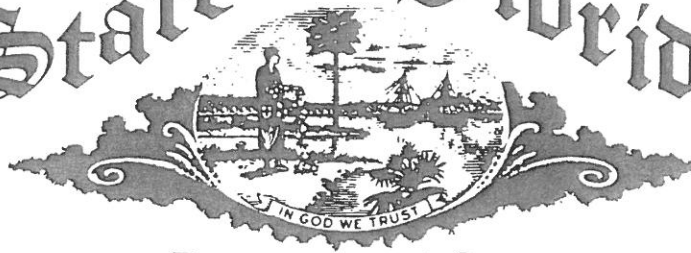


State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of VILLAGES OF WYNDEMERE CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on March 6, 1992, as shown by the records of this office.

The document number of this corporation is N47707.

1710

OR BOOK

001105

PAGE

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
6th day of March, 1992.



CR2EO22 (2-91)

Jim Smith
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VILLAGES OF WYNDEMERE CONDOMINIUM ASSOCIATION, INC.

The undersigned incorporators associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and adopt the following articles of incorporation:

ARTICLE I
NAME

The name of this corporation is VILLAGES OF WYNDEMERE CONDOMINIUM ASSOCIATION, INC. The mailing address of this corporation is: 3800 North Airport Road, Naples, FL 33942.

ARTICLE II
TERM

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the "Act") for the operation of a condominium located in Collier County, Florida, and known as Villages of Wyndemere, a Condominium.

ARTICLE IV
MEMBERS

The qualification of members of the corporation and the manner of their admission shall be as regulated by the Bylaws of the corporation.

ARTICLE V
AGENT

The address of the initial registered office of this corporation is 3810 North Airport Road, Suite A, Naples, Florida 33942, and the name of the registered agent is Vincent Murphy.

VILLAGES OF WYNDEMERE CONDOMINIUM ASSOCIATION, INC.
ARTICLES OF INCORPORATION

ARTICLE VI
DIRECTORS

The number of persons constituting the first board of directors shall be three (3) and their names and addresses are as follows:

CLYDE C. QUINBY	3800 North Airport Road Naples, FL 33942
CLYDE C. QUINBY III	3800 North Airport Road Naples, FL 33942
ANDREW J. SALUAN	3800 North Airport Road Naples, FL 33942

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE VII
OFFICERS

The names and address of the officers who will serve until the election of their successors are:

CLYDE C. QUINBY PRESIDENT/SECRETARY/TREASURER	3800 North Airport Road Naples, Florida 33942
--------------------------------------------------	--------------------------------------------------

ARTICLE VIII
INDEMNITY

The corporation shall defend, hold harmless and indemnify the directors, officers, members, employees and agents of the corporation against all expenses and liabilities, including attorney's fees, costs, judgments, fines and settlements, reasonably incurred or imposed as a result of any proceeding or threatened proceeding to which such person may become involved by reason of serving or having served the corporation at the request of the corporation; provided that unless the Board of Directors approves indemnification as being in the best interests of the corporation by a resolution setting forth the reasons for such approval duly adopted and recorded in the minutes of the corporation, no indemnification shall be permitted where a court of competent jurisdiction decides the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of such person's duties. This

VILLAGES OF WYNDEMERE CONDOMINIUM ASSOCIATION, INC.
ARTICLES OF INCORPORATION

right to indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 3rd day of March, 1992.

Clyde C. Quinby
CLYDE C. QUINBY
Clyde C. Quinby III
CLYDE C. QUINBY III
Andrew J. Saluan
ANDREW J. SALUAN

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3rd day of March, 1992, by CLYDE C. QUINBY, CLYDE C. QUINBY III, and ANDREW J. SALUAN, who are all personally known to me and who did not take an oath.

Linda Davis
NOTARY PUBLIC

My Commission Expires:

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

I, VINCENT MURPHY, having been named as registered agent to accept service of process for Villages of Wyndemere Condominium Association, Inc., a Florida corporation not for profit, at the place designated in these articles, agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Vincent Murphy
VINCENT MURPHY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA