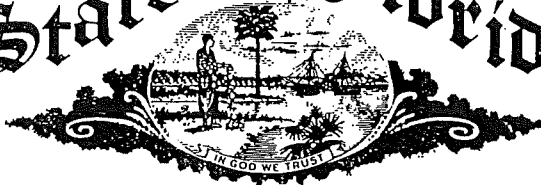


State of Florida



Department of State

I certify that the attached is a true and correct copy of Amended Articles of Incorporation, filed on April 2, 1990, for OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 762151.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
6th day of April, 1990.



Jim Smith

Jim Smith
Secretary of State

original 1981

ARTICLES OF INCORPORATION

OF

OCEAN HARBOUR SOUTH UTILITIES CORPORATION

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit, under the Statutes of the State of Florida and certify as follows:

ARTICLE I NAME

The name of the corporation shall be OCEAN HARBOUR SOUTH UTILITIES CORPORATION. For convenience, the corporation will be hereafter referred to as the Corporation.

ARTICLE 2

PURPOSE

2.1 The purpose for which the Corporation is organized is to provide sewer and water service to any and all lands developed by OCEAN HARBOUR OF NORTH BEACH DEVELOPMENT CORPORATION, its successors and assigns, including, into perpetuity, all units, buildings, facilities and other structures, whether condominiums or otherwise, upon these lands.

2.2 The Corporation will make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

The powers of the Corporation will include and be governed by the following provisions.

3.1 The Corporation will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

3.2 The Corporation will have all of the powers and duties set forth in the Florida Statutes for utilities corporation, except as limited by these Articles; and it will have all of the powers and duties reasonably necessary to operate said sewer and water facilities, including but not limited to the following:

a. To make and collect assessments against members to defray the costs, expenses and losses of the separate sewer and water facilities.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To buy or lease both real and personal property for sewer or water facilities use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate sewer and water facilities.

e. To purchase insurance for its property; and insurance for the protection of the Corporation and its members.

f. To reconstruct improvements after casualty and to further improve its facilities.

g. To make and amend reasonable regulations respecting the use of the sewer and water facilities and appurtenant property.

h. To contract for the management and operation of the facilities and property; and to thereby delegate all powers and duties of the Corporation, except such as are specifically required to have approval of the Board of Directors or of the membership of the Corporation.

i. To contract for the management or operation of such portions of the facilities or property of the Corporation as are susceptible to separate management and operation, and to grant leases of those portions for this purpose.

j. To enter into leases, as Lessee.

k. To employ personnel to perform the services required for the proper management and operation of the facilities and property.

ARTICLE 4

MEMBERS

4.1 The members of the Corporation will consist of all of the condominium associations, homeowners associations, property owners associations, or like organizations pertaining to real property which has been, is now being, or will hereafter be developed by Ocean Harbour of North Beach Development Corporation, or its parent corporations or subsidiaries thereof, said membership being mandatory.

4.2 The share of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner.

4.3 Each member organization shall be entitled to one vote per dwelling unit as a member of the Corporation. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

ARTICLE 5

DIRECTORS

5.1 The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the Bylaws of the Corporation, but not less than three directors; and in the absence of such determination shall consist of three directors. Directors need not be members of the Corporation.

5.2 All of the duties and powers of the Corporation existing under the common law or Florida law, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when that is specifically required.

5.3 Directors of the Corporation will be elected at the annual meeting of the members in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies

on the Board of Directors will be filled in the manner provided by the Bylaws of the Corporation.

5.4 The first election of the Directors will not be held until after the Developer has closed the sales of all of the units developed by it upon lands on North Beach, St. Lucie County, Florida, or until it elects to terminate its control of the Corporation, or until December 31, 1987, whichever first occurs. The Directors named in these Articles will serve until the first election of directors and any vacancies in their number occurring before the first election will be filled by the remaining directors.

5.5. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

| | |
|-----------------|---|
| TONY SOTOLONGO | 309 Country Club Drive Tequesta, Florida 33458 |
| FAITH SOTOLONGO | 309 Country Club Drive Tequesta, Florida 33458 |
| RUSSELL HOVEN | 519 N. Dover Road Tequesta, Florida 33458 |

ARTICLE 6

OFFICERS

The affairs of the Corporation will be administered by the officers designated in the Bylaws of the Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated are as follows:

| | |
|---------------------|---|
| President | TONY SOTOLONGO 309 Country Club Drive Tequesta, Florida 33458 |
| Vice President | FAITH SOTOLONGO |
| Secretary-Treasurer | 309 Country Club Drive Tequesta, Florida 33458 |

ARTICLE 7

INDEMNIFICATION

Every director and every officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE 9

AMENDMENTS

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.

a. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. By not less than 80% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members.

9.4 A copy of each amendment shall be certified by the Secretary of State.

ARTICLE 10

TERM

The term of the Association shall be perpetual.

ARTICLE 11

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

TONY SOTOLONGO 309 Country Club Drive
Tequesta, Florida 33458

FAITH SOTOLONGO 309 Country Club Drive
Tequesta, Florida 33458

RUSSELL HOVEN 519 North Dover Road
Tequesta, Florida 33458

ARTICLE 12

REGISTERED AGENT

The Corporation's initial registered office and initial registered agent at that address shall be:

TONY SOTOLONGO 309 Country Club Drive
Tequesta, Florida 33458