

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of VENETIAN PARK ESTATES, INC., a corporation organized under the Laws of the State of Florida, filed on February 11, 1988, as shown by the records of this office.

The document number of this corporation is N24794.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of February, 1988.



Jim Smith
Jim Smith
Secretary of State

CR2E022 (8-87)

FILED
1953 FEB 11 AM 7:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VENETIAN PARK ESTATES, INC.

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, and under Chapter 723, Florida Statutes, as amended (the "Acts").

ARTICLE 1. NAME

The name of the corporation shall be VENETIAN PARK ESTATES, INC.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles are filed with the Department of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of operation of a mobile home owners association pursuant to F.S. Chapter 723; the corporation has the power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the corporation shall

have all the powers specified in Section 617.021 Florida Statutes. In the event the corporation purchases Venetian Park Estates, it shall convert the same to a condominium, cooperative or other type of ownership.

ARTICLE 4. MEMBERSHIP

The members of the corporation are bona fide owners of a mobile home located in Venetian Park Estates in Sarasota, Florida, over two-thirds of which have consented in writing to the formation of the corporation.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285, and the name of the initial registered agent of the corporation at such address is Harlan R. Domber.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no more than nine (9) members. The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|-------------------------------------------|
| Deward Arney | 2276 Gondola Drive Sarasota, FL 34238 |
| Rudy Baumgarten | 2068 Ca'd'Oro Drive Sarasota, FL 34238 |
| Howard Marra | 2119 Ca'd'Oro Drive Sarasota, FL 34238 |
| Frank Broge | 2227 Palazza Drive |

| | |
|---------------|-------------------------------------------|
| | Sarasota, FL 34238 |
| Ralph Vitale | 2275 Palazza Drive Sarasota, FL 34238 |
| Paul Brown | 2232 Ca'd'Oro Drive Sarasota, FL 34238 |
| George Nelson | 2273 Gondola Drive Sarasota, FL 34238 |
| Bobby Watt | 2250 Piazza Drive Sarasota, FL 34238 |
| James Andrews | 2157 Gondola Drive Sarasota, FL 34238 |

ARTICLE 7. INCORPORATOR

The names and addresses of the incorporators of the corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|-------------------------------------------|
| Deward Arney | 2276 Gondola Drive Sarasota, FL 34238 |
| Rudy Baumgarten | 2068 Ca'd'Oro Drive Sarasota, FL 34238 |
| Howard Marra | 2119 Ca'd'Oro Drive Sarasota, FL 34238 |
| Frank Broge | 2227 Palazza Drive Sarasota, FL 34238 |
| Ralph Vitale | 2275 Palazza Drive Sarasota, FL 34238 |
| Paul Brown | 2232 Ca'd'Oro Drive Sarasota, FL 34238 |
| George Nelson | 2273 Gondola Drive Sarasota, FL 34238 |
| Bobby Watt | 2250 Piazza Drive Sarasota, FL 34238 |
| James Andrews | 2157 Gondola Drive Sarasota, FL 34238 |

ARTICLE 8. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 Meetings of Members and Directors. Meetings of the members and directors of the corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors.

8.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of the majority of the members shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Acts and these Articles of Incorporation.

8.3 Contract in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated.

Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

| | |
|-----------------|-----------------------------------------|
| -DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 30 day of September, 1987.

Deward L Arney
Deward Arney, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 30th day of September, 1987.

Angela S. Judge
Notary Public

Notary Public, State of Florida
My Commission Expires March 27, 1990
Bonded thru Truys Fair - Insurance Inc.



My Commission Expires: _____

Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

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| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

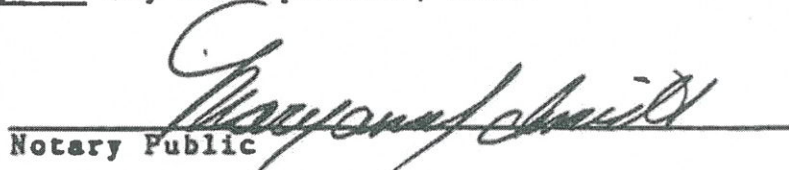
IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 14 day of September, 1987.


Rudy Baumgarten, Director

STATE OF New York)
COUNTY OF Albany)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 14 day of September, 1987.


Notary Public

My Commission Expires: MARYANN SCHMIDT
~~NOTARY PUBLIC, State of New York~~
Qualified in Uister County
Reg. No. 4680582-01SC
My Commission Expires 8-31-1988

Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

| | |
|-----------------|-----------------------------------------|
| DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 8th day of September, 1987.

Howard C. Marra
Howard Marra, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 8th day of September, 1987.

Angela S. Judge
Notary Public

Notary Public, State of Florida
My Commission Expires March 27, 1990
Bonded thru Troy Fain - Insurance, Inc.



My Commission Expires: _____

Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

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|-----------------|-----------------------------------------|
| -DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |


IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 8th day of September, 1987.


Frank Broge, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 8th day of September, 1987.


Notary Public
Notary Public, State of Florida
My Commission Expires March 27, 1990
66-2000 Title Trust Fund - Insurance Inc.

My Commission Expires: _____



Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

| | |
|-----------------|-----------------------------------------|
| DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 14th day of September, 1987.

Paul A Brown
Paul Brown, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 14th day of September, 1987.

Angela S. Tialge
Notary Public

Notary Public, State of Florida
My Commission Expires March 27, 1990
Registered Under the Florida Notary Public Law

My Commission Expires: _____



SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

- DEWARD ARNEY 2276 Gondola Dr., Sarasota, FL 34238
- RUDY BAUMGARTEN 2068 Ca'd'Oro Dr., Sarasota, FL 34238
- HOWARD MARRA 2119 Ca'd'Oro Drive, Sarasota, FL 34238
- FRANK BROGE 2227 Palazza Dr., Sarasota, FL 34238
- RALPH VITALE 2275 Palazza Drive, Sarasota, FL 34238
- PAUL BROWN 2232 Ca'd'Oro Drive, Sarasota, FL 34238
- GEORGE NELSON 2273 Gondola Drive, Sarasota, FL 34238
- BOBBY WATT 2250 Piazza Drive, Sarasota, FL 34238
- JAMES ANDREWS 2157 Gondola Drive, Sarasota, FL 34238

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 15th day of September, 1987.

Ralph Vitale
Ralph Vitale, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 15th day of September, 1987.

Angela S. George
Notary Public

Notary Public, State of Florida
My Commission Expires March 27, 1990

NOTARY
PUBLIC

My Commission Expires:

Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

| | |
|-----------------|-----------------------------------------|
| DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 22^d day of September, 1987.

George Nelson J.
George Nelson, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 22^d day of September, 1987.

Angela S. Fudge
Notary Public



My Commission Expires: _____
Notary Public, State of Florida
My Commission Expires March 27, 1990

Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

| | |
|-----------------|-----------------------------------------|
| DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 3rd day of September, 1987.

Robert P. Watt

Robert Watt, Director

STATE OF Florida)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 3rd day of September, 1987.

Angela S. Trudge

Notary Public



My Commission Expires:

Notary Public, State of Florida
My Commission Expires March 27, 1990
Insurance Inc.

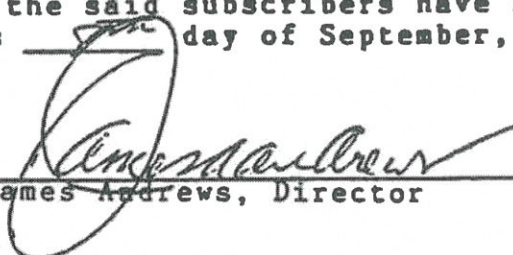
Articles of Incorporation
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addressed of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

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|-----------------|-----------------------------------------|
| DEWARD ARNEY | 2276 Gondola Dr., Sarasota, FL 34238 |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238 |
| HOWARD MARRA | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE | 2227 Palazza Dr., Sarasota, FL 34238 |
| RALPH VITALE | 2275 Palazza Drive, Sarasota, FL 34238 |
| PAUL BROWN | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON | 2273 Gondola Drive, Sarasota, FL 34238 |
| BOBBY WATT | 2250 Piazza Drive, Sarasota, FL 34238 |
| JAMES ANDREWS | 2157 Gondola Drive, Sarasota, FL 34238 |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this _____ day of September, 1987.




 James Andrews, Director

STATE OF Florida)
 COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 8th day of September, 1987.



 Notary Public
 Notary Public, State of Florida
 My Commission Expires March 27, 1990
 Bonded Tl. 12,500 T. 12,500 F. 12,500 M. 12,500



My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.



HARLAN R. DOMBER, Registered Agent

HRD:00181TBA

**CERTIFICATE OF
AMENDMENT AND RESTATEMENT
ARTICLES OF INCORPORATION
OF
VENETIAN PARK ESTATES, INC.**

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for VENETIAN PARK ESTATES, INC., a corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on February 11, 1988, have been duly adopted by the members this 3rd day of October, 1988.

ARTICLE 1. NAME

The name of the corporation shall be VENETIAN PARK ESTATES, INC.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles were filed with the Department of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is organized is to engage in, conduct and carry on the business of operation of a mobile home owners association pursuant to F.S. Chapter 723; the corporation has the power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are

incidental thereto or connected therewith; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the corporation shall have all the powers specified in Section 617.021 Florida Statutes. Upon completing the purchase of the Mobile Home Park, it shall convert the same to a condominium, cooperative or other type of ownership; whereupon the corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative, or other type of resident-owned mobile home community.

ARTICLE 4. MEMBERSHIP

Membership in this corporation shall be limited to lessees or a family member of a lessee of VENETIAN PARK ESTATES, INC. (hereafter "Park") who have purchased membership certificates in the corporation. Upon the transfer of a membership certificate, either voluntarily, or by operation of law, the transferee shall become a member of the corporation if all the requirements for membership have been met.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285 and the name of the registered agent of the corporation at such address is HARLAN R. DOMBER.

ARTICLE 6. DIRECTORS

The Board of Directors shall consist of no more than nine (9) members. The names and addresses of the persons who are currently serving as directors until their successors are elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|------------------------------------------------|
| RALPH C. VITALE | 2275 Palazza Drive Sarasota, Florida 34238 |
| GLENN ONEAL | 2284 Gondola Avenue Sarasota, Florida 34238 |
| HOWARD MARRA | 2119 Ca'D'Oro Drive Sarasota, Florida 34238 |
| PAUL H. BROWN | 2232 Ca'D'Oro Drive Sarasota, Florida 34238 |
| RUDOLF C. BAUMGARTEN | 2068 Ca'D'Oro Drive Sarasota, Florida 34238 |
| DEWARD ARNEY | 2276 Gondola Drive Sarasota, Florida 34238 |
| JOSEPH J. BARSEL | 2169 Palazza Drive Sarasota, Florida 34238 |
| JOSEPH W. BARTUS | 2281 Gondola Drive Sarasota, Florida 34238 |
| FRANK C. BROGE | 2227 Palazza Drive Sarasota, Florida 34238 |

ARTICLE 7. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

7.1 Meetings of Members and Directors. Meetings of the members and directors of the corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors.

7.2 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of the members of two-thirds (2/3) shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Acts and these Articles of Incorporation.

7.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 5th day of October, 1988.

Delton Powell
DELTON POWELL
President

Angela S. Tiedge
ANGELA S. TIEDGE
Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that DELTON POWELL being the President referred to in the foregoing Amendment and Restatement of Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 5th day of October, 1988.

Angela S. Tiedge
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

Notary Public, State of Florida
My Commission Expires March 27, 1990
Bound Thru Troy Fain - Insurance, Inc.

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that ANGELA S. TIEDGE being the Secretary referred to in the foregoing Amendment and Restatement of Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

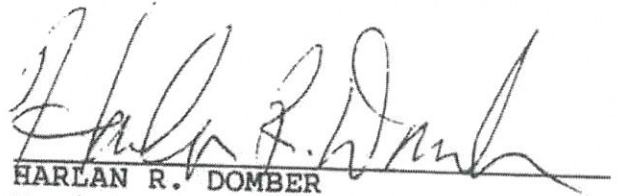
WITNESS my hand and official seal this 5th day of October, 1988.

Mae M. Young
Notary Public
My Commission Expires:
Notary Public, State of Florida
My Commission Expires April 23, 1989
Bound Thru Troy Fain - Insurance, Inc.

WRK:00181RCAA

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.


HARLAN R. DOMBER
Registered Agent

WRK:00181RCAA

Rec'd to

This Document prepared by:
HARLAN R. DOMBER, Esquire
ISPHORDING KORP PAYNE CHARTERED
2801 Fruitville Road
Suite 250
Sarasota, FL 34237
(813) 366-8911
(800) 285-8911

93070154

CERTIFICATE OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF VENETIAN PARK ESTATES, INC.

The Unit Owners/Members of VENETIAN PARK ESTATES, INC., being a cooperative association organized under Chapters 617 and 719 of the Florida Statutes and the entity responsible for the operation of VENETIAN ESTATES, a cooperative, pursuant to the Master Form Proprietary Lease recorded in Official Records Book 2076, Pages 712 through 741, inclusive, as amended, of the Public Records of Sarasota County, Florida, and by a vote of not less than two-thirds of such unit owners/members at a meeting of the association, on the 21st day of April, 1993, and adjourned and reconvened on 4th day of May, 1993, said meeting having been called, in part, for the below-described purpose, and at which meeting a quorum was present, adopted the following amendment to the Articles of Incorporation:

See AMENDMENT TO ARTICLES OF INCORPORATION identified as Exhibit "A" and attached hereto.

Such action was taken subsequent to a meeting of the Board of Directors, who, by not less than a two-thirds vote, adopted a similar resolution.

Executed in the name of the Corporation by its President and its Secretary, who declare under the penalties of perjury that the facts stated herein are true.

Dated this 9th day of June, 1993.

WITNESSES:

VENETIAN PARK ESTATES, INC.,
a Florida non-profit corporation

#1 sign: [Signature]
#1 print: DELTON POWELL

By: [Signature]
JOSEPH W. BARTUS, President

#2 sign: [Signature]
#2 print: ANGELA S. TIEDLE

Attested to by:

[Signature]
JUNE M. BRUHE, Secretary
(CORPORATE SEAL)



EXHIBIT "A"

AMENDMENT TO ARTICLES OF INCORPORATION OF
VENETIAN PARK ESTATES, INC., A FLORIDA NON-PROFIT CORPORATION

Article 7, PROVISIONS FOR THE REGULATION OF THE BUSINESS AND
FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, at Section
7.2, Bylaws, is hereby amended in the following manner:

7.2 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of two-thirds (2/3) of the members shall be necessary to exercise that power. Voting shall be conducted by ballot. Ballots shall be mailed or delivered to each member not less than twenty-one (21) days prior to the scheduled official count date. Ballots must be received by the corporation on or before the official count date. Ballots shall be counted at a duly called and convened meeting of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Acts and these Articles of Incorporation.

Key: Words underlined are additions. Words ~~XXXXXXXXXXXXXXXXXX~~ are deletions.

HRD:00181CDPAA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 9th day of June, 1993, by JOSEPH W. BARTUS, as President of VENETIAN PARK ESTATES, INC., on behalf of said corporation and who acknowledged before me that the execution thereof is his/her free act and deed. He/She (Notary choose one) [] is personally known to me or [] has produced _____ as identification and did take an oath.



Angela S. Tiedge
Signature of Notary Public

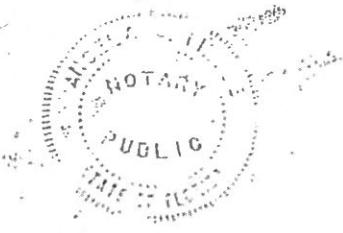
ANGELA S. TIEDGE
Print name of Notary Public and Affix Seal

My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

Notary Public, State of Florida
My Commission Expires Mar. 27, 1994
Bonded thru PICHARD Ins. Agency

The foregoing instrument was acknowledged before me this 9th day of June, 1993, by JANE M. BRUNL, as Secretary of VENETIAN PARK ESTATES, INC., on behalf of said corporation and who acknowledged before me that the execution thereof is his/her free act and deed. He/She (Notary choose one) [] is personally known to me or [] has produced _____ as identification and who did take an oath.



Angela S. Tiedge
Signature of Notary Public

ANGELA S. TIEDGE
Print name of Notary Public and Affix Seal

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Mar. 27, 1994
Bonded thru PICHARD Ins. Agency

HRD:00181CDBAA

RECORDED IN OFFICIAL RECORDS
RECORD VERIFIED
93 JUN 21 PM 4:32
KAREN E. HUSNING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL