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EXHIBIT "C"
TO
DECLARATION OF CONDOMINIUM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TREETOP VILLAGE CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be TREETOP VILLAGE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate TREETOP VILLAGE CONDOMINIUM (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Brevard County, Florida.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. To manage one or more additional condominiums and to act on behalf of such condominium(s) pursuant to its declaration of condominium, articles of incorporation and by-laws, and the Condominium Act.

H. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration of Condominium, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

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ARTICLE III

MEMBERS

A. Each unit owner in the Condominium and Subscribers to these Articles shall automatically be members of the Association. Membership of the Subscribers shall terminate upon the Developer being divested of all units in the Condominium and upon control of the Association being turned over to the unit owners in the Condominium.

B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of fee simple title to a unit in the Condominium and shall terminate upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

ARTICLE IV

EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation is as follows:

-----NAME-----	-----ADDRESS-----
Gregory Spatz	2815 W. New Haven Avenue Suite 201 Melbourne, Florida 32901

ARTICLE VI

DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in



accordance with the provisions of Article III of the Association's By-Laws:

-----NAME-----	-----ADDRESS-----
Gregory Spatz	2815 W. New Haven Ave., #201 Melbourne, FL 32901
Daniel S. Mandel	800 N.W. 62nd Street, #111 Ft. Lauderdale, FL 33309
Dennis Stewart	800 N.W. 62nd Street, #111 Ft. Lauderdale, FL 33309

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

-----NAME-----	-----TITLE-----	-----ADDRESS-----
Gregory Spatz	President	2815 W. New Haven Ave., #201 Melbourne, FL 32901
Daniel S. Mandel	Vice- President	800 N.W. 62nd Street, #111 Ft. Lauderdale, Florida 33309
Dennis Stewart	Secretary/ Treasurer	800 N.W. 62nd Street, #111 Ft. Lauderdale, Florida 33309

ARTICLE VIII

AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of the members having 75% of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

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ARTICLE X

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INDEMNIFICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

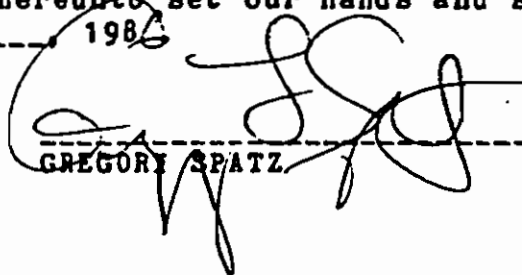
Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XI

INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

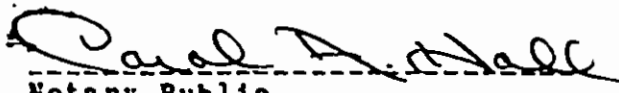
The principal office of the Association shall be at 2815 W. New Haven Avenue, Suite 201, Melbourne, Florida 32901, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent is Gregory Spatz.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10 day of FEB, 1986


GREGORY SPATZ

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 10th day of February, 1986 by GREGORY SPATZ.


Notary Public,
State of Florida at Large
My Commission Expires:

Notary Public State of Florida at Large
My Commission expires Oct. 26, 1987

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

**IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT;**

**FIRST that TREETOP VILLAGE CONDOMINIUM ASSOCIATION, INC.,
desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles of
Incorporation at the City of Melbourne, County of Brevard,
in the State of Florida, has named Gregory Spatz, located
at 2815 W. New Haven Avenue, suite 201, Melbourne, Florida
32901, as its agent to accept service of process within
this State.**

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ACKNOWLEDGMENT:

**Having been named to accept Service of Process for the
above stated corporation, at place designated in this
Certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said act relative
to keeping open said office.**

**TREETOP VILLAGE CONDOMINIUM
ASSOCIATION**

**By:  _____
Gregory Spatz, Registered Agent**

DATED: 2/10/86

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