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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Lazy Days Realty, Inc.

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**ARTICLES OF INCORPORATION
OF
LAZY DAYS REALTY, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Lazy Days Realty, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 2524 N. Tamiami Trail, N. Ft. Myers, FL 33903.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 150 Second Avenue North, Suite 1700, St. Petersburg, Florida 33701 and the initial registered agent of this Corporation at that address shall be David S. Bernstein, Esq.

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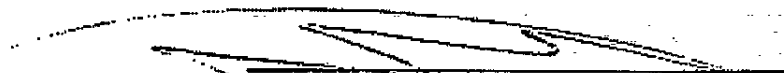
ARTICLE V

INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation is:

David S. Bernstein, Esq.
150 Second Avenue North, Suite 1700
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 13 day of January, 2000.



David S. Bernstein, Esq.
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



David S. Bernstein, Esq.
Registered Agent

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