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LAW OFFICES OF
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Ernest A. Seemann
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(also admitted in Georgia)
Christine F. Wright

Elise B. Genzmer,
of Counsel

January 9, 1998

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Tranquility Bay Home Owner's Association

To whom it may concern:

Enclosed herewith is an executed original of the Articles of Incorporation for the above referenced company, together with our check for \$122.50. Please return a certified photocopy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Sincerely,


Christine F. Wright

Encl.

FILED
98 FEB -6 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-827

m 2/9/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 13, 1998

ERNEST A. SEEMAN, ESQ., P.A.
4729 DEL PRADO BLVD.
CAPE CORAL, FL 33904-9626

SUBJECT: TRANQUILITY BAY HOME OWNERS' ASSOCIATION, INC.
Ref. Number: W98000000827

We have received your document for TRANQUILITY BAY HOME OWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 098A00001906

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ARTICLES OF INCORPORATION

98 FEB -6 AM 11: 16

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**TRANQUILITY BAY HOME OWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

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

ARTICLE I. NAME

The name of this corporation is TRANQUILITY BAY HOME OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as "articles," and the bylaws of the association as the "bylaws."

ARTICLE II. TERM OF EXISTENCE

The association shall have a perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of providing an entity under the Florida Homeowners' Association Act ("the Act") for the operation of a homeowners' association located in Lee County, Florida, and known as Tranquility Bay, a community ("the community"), to be created under the declaration of covenants, conditions and restrictions ("the declaration").

ARTICLE IV. MEMBERS

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

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 3405 S.E. 18th Place, Cape Coral, Florida 33904 and the name and address of the initial registered agent of this corporation is Ernest A. Seemann, Esq., 1105 Cape Coral Pkwy. East, Suite C, Cape Coral, Florida 33904.

ARTICLE VI. BOARD OF DIRECTORS

The Board of Directors shall not have less than three Directors, as provided in the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The number of persons constituting the first board of directors shall be three and their names and addresses are as follows:

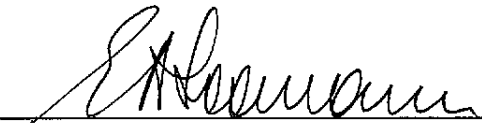
NAME	ADDRESS
Joern Eckermann	Brookdeich 16, D-21029 Hamburg, Germany
Helmut Geiser	3405 S.E. 18th Place, Cape Coral, Florida 33904
Amy Eller-Geiser	3405 S.E. 18th Place, Cape Coral, Florida 33904

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these articles is:

Ernest A. Seemann, Esq.
1105 Cape Coral Parkway East, Suite C.
Cape Coral, FL 33904

IN WITNESS WHEREOF the undersigned incorporator has executed these articles of incorporation on this 19th day of January, 1998.


Ernest A. Seemann, Incorporator

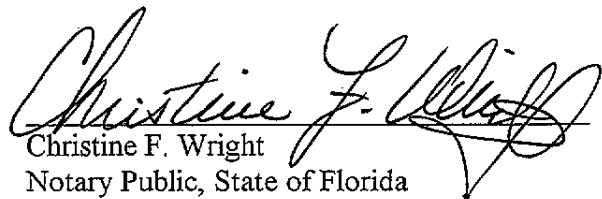
STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, personally appeared ERNEST A. SEEMANN, who is personally known to me and who was sworn and says that the foregoing is true.

Sworn to before me on this 19th day of January, 1998.

My Commission Expires:
November 2, 1998

CHRISTINE F. WRIGHT
Notary Public, State of Florida
My Comm. Expires Nov. 2, 1998
No. CC 418274
Bonded thru Official Notary Sv.


Christine F. Wright
Notary Public, State of Florida
Commission No. 418274

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Tranquility Bay Homeowners' Association, Inc., at the place designated in these articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Ernest A. Seemann, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA