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June 15, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassée, FL 34314

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-06/17/98-01024--002
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Re: Gasparilla Aquatic Club, Inc.

Gentlemen:

Enclosed please find Transmittal Letter and two original Articles of Incorporation for filing with your office. Please send the Certified Copy and Certificate to my office at 333 S. Tamiami Trail, Suite 199, Venice, FL 34285.

If you have any questions, please do not hesitate to contact me.

Sincerely,

William R. Korp
William R. Korp

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encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SARASOTA

VENICE

FORT MYERS

98-18-98

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be:

GASPARILLA AQUATIC CLUB, INC.

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

Gasparilla Mobile Estates, a mobile home park, located in Charlotte County, Placida, FL, off County Rd. 771. The mailing address is 2001 Gasparilla Rd. G 57, Placida, FL, 33946.

**ARTICLE III
Purpose(s)**

The specific purpose(s) for which the corporation is organized is (are):

To provide an opportunity for social and recreational commingling of its members and engage in, conduct, and carry on the business of operation of a swimming pool club at Gasparilla Mobile Estates.

The corporation has the power to negotiate for, see to the installation of, and operate a pool on behalf of corporation members; to engage in activities which are necessary, suitable, or convenient for the accomplishment of those purposes or which are incidental thereto or connected therewith; and to transact any or all lawful business for which the corporation may be incorporated under the Florida Acts.

**ARTICLE IV
Manner of election of directors**

The manner in which the directors are elected or appointed is as follows:

The initial Board of Directors shall consist of no fewer than five (5) members who shall agree to serve until the first annual meeting or, prior to the annual meeting, until such time as they resign or are removed from office. Subsequent directors shall be elected in accordance with the provisions of the Bylaws of the corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

The Board of Directors shall have the authority to exercise all of the powers granted to the corporation by Chapter 617 of the Florida Statutes except where such power may be expressly prohibited by the Bylaws.

ARTICLE VI

Initial registered agent and street address

The name and street address of the initial registered agent is:

William Korp
333 S. Tamiami Trail Suite 199
Venice, FL 34284

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Joyce M. Smith
2001 Gasparilla Rd. A 25
Placida, FL 33946

Interim directors of the corporation are:

NAME	ADDRESS
1. Margaret Grimm, President	2001 Gasparilla Rd. G 44 Placida, FL 33946
2. Richard Harley, Vice President	2001 Gasparilla Rd. G 26 Placida, FL 33946
3. Joyce Smith , Secretary	2001 Gasparilla Rd. A 25 Placida, FL 33946
4. Virginia Zeeb, Treasurer	2001 Gasparilla Rd. A 24 Placida, FL 33946
5. Corydon Walker, Director	2001 Gasparilla Rd. C 24 Placida, FL 33946

ARTICLE VIII
Provisions for the regulation of the business and for
the conduct of the affairs of the corporation

SECTION 1. 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 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 Florida Statutes and these Articles of Incorporation.

SECTION 2. Duration. The date of commencement of corporate existence shall be effective with the filing of these Articles of Incorporation, and the period of duration shall be perpetual.

SECTION 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.

SECTION 4. 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.

SECTION 5. Membership. The members of the corporation are bona fide owners of mobile homes located in Gasparilla Mobile Estates who have purchased, at a price determined by the Board of Directors, a membership in the corporation. Memberships may be purchased, transferred, bestowed or terminated in accordance with the provisions of the Bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 14th day

of May, 1998.

Joyce M. Smith Joyce M. Smith
Signature of Incorporator Typed name of incorporator signing

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William R. [Signature]
Signature/Registered Agent

14th May 1998
Date

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TALLAHASSEE, FLORIDA