

P00000039798

00 APR 14 PM 2:09

February 23, 2000

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
TALLAHASSEE, FLORIDA 32314

600003209926--3  
-04/14/00--01082--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: ISLAND BREEZE INN, INC.  
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$87.50 for filing fees, registered agent fee, certified copy of Articles of Incorporation and Certificate of Status for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for ISLAND BREEZE INN, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced INCORPORATOR.

Sincerely,

DOUGLAS SMITH  
Incorporator

ARTICLES OF INCORPORATION

OF

ISLAND BREEZE INN, INC.

CO APR 14 PM 2:09

ARTICLE I - NAME

The name of the Corporation shall be ISLAND BREEZE INN, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

606 BAYSHORE DRIVE  
OSPREY, FLORIDA 34229

and the name of the initial registered agent of this Corporation at that address is

DOUGLAS C. SMITH

ARTICLES OF INCORPORATION

ISLAND BREEZE INN, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name of the initial director of this Corporation is:

DOUGLAS C. SMITH

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

DOUGLAS C. SMITH  
606 BAYSHORE DRIVE  
OSPREY, FLORIDA 34229

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this Corporation will be as follows:

340 SOUTH TAMIAMI TRAIL  
VENICE, FLORIDA 34275

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

ISLAND BREEZE INN, INC.

ARTICLE XI - OFFICERS

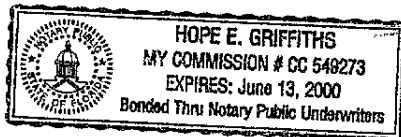
The initial officer of this Corporation is as follows:

PRESIDENT	DOUGLAS C. SMITH
TREASURER	DOUGLAS C. SMITH
VICE-PRESIDENT	DOUGLAS C. SMITH
SECRETARY	DOUGLAS C. SMITH

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on February 29, 2000, and continue until dissolved as provided by law.

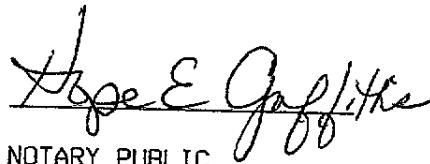
THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES  
OF INCORPORATION ON THIS 23 DAY OF FEBRUARY, 2000.



  
DOUGLAS C. SMITH  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

In my presence on February 23, 2000 appeared DOUGLAS C. SMITH, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.

  
NOTARY PUBLIC

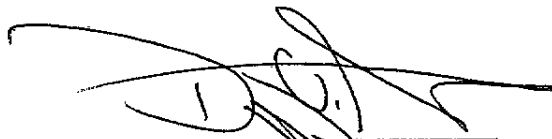
Driver's license provided for  
identification.

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
ISLAND BREEZE INN, INC.

00 APR 14 PM 2:09  
RECEIVED

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: FEBRUARY 23, 2000



DOUGLAS C. SMITH  
Registered Agent for  
Island Breeze Inn, Inc.