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May 26, 2000

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

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*****78.75 *****78.75

RE: Matlacha Maritime, Inc.

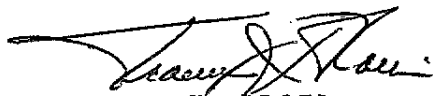
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 70.00
Certified Copy Fee	\$ 8.75
Total	\$ 78.75

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA
FJA:djb
Enc.

00 MAY 30 AM 7:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 9 2000

**ARTICLES OF INCORPORATION
OF
MATLACHA MARITIME, INC.**

FILED
00 MAY 30 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: **MATLACHA MARITIME, INC.**

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired. To construct, erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, including, but not limited to, shopping centers, marinas, docks, restaurants, condominiums, waterworks and other improvements

of every kind or character and to encumber or dispose of any lands or interest in lands, and any buildings or other structures and any stores, shops, restaurants, marinas and other improvements owned or held by the Corporation.

To acquire, by purchase, lease, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

To engage in any other lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have three directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The names and street addresses of the members of the first Board of Directors, the President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
ANTHONY SCOTT DUNLAP	4611 SW 7th Ave. Cape Coral, FL 33914	President
IGNACIO J. GUIGOU	2818 Sancho Panza Ct. Punta Gorda, FL 33950	Secretary
RICHARD J. DORRIAN	17493 DuQuesne Rd. Ft. Myers, FL 33912	Treasurer

ARTICLE VII

(Principal Office)

The principal office and mailing address of this corporation is **4611 SW 7th Avenue,
Cape Coral, FL 33914.**

ARTICLE VIII

(Initial Office and Registered Agent)

The initial street address of the office of the corporation is **4611 SW 7th Avenue,
Cape Coral, FL 33914.**

The name of the initial Registered Agent of this corporation at that office is
ANTHONY SCOTT DUNLAP.

ARTICLE IX

(Incorporator)

The names and street addresses of the persons signing these Articles of
Incorporation are:

**ANTHONY SCOTT DUNLAP
4611 SW 7th Ave.
Cape Coral, FL 33914**

**IGNACIO J. GUIGOU
2818 Sancho Panza Ct.
Punta Gorda, FL 33950**

ARTICLE X

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of

Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XII

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XIII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



ANTHONY SCOTT DUNLAP

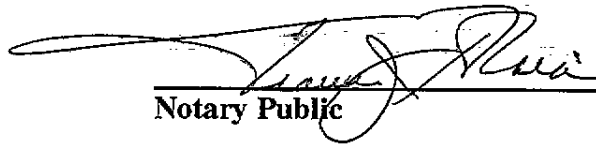


IGNACIO J. GUIGOU

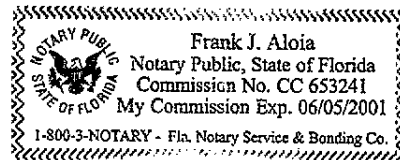
**STATE OF FLORIDA
COUNTY OF LEE**

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared **ANTHONY SCOTT DUNLAP AND IGNACIO J. GUIGOU**, to me known to be the persons who made and who subscribed the foregoing Articles of Incorporation and who, without an oath, acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 26th day of May, 2000.




Notary Public



ACCEPTANCE BY REGISTERED AGENT

ANTHONY SCOTT DUNLAP, Registered Agent, having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.



ANTHONY SCOTT DUNLAP