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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

September 28, 2000

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS

PERSONAL INJURY
FAMILY LAW
ESTATES AND TRUSTS
CRIMINAL DEFENSE
CIVIL LITIGATION

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

Re: Siesta Breakers Realty, Inc.

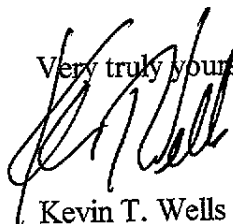
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for Siesta Breakers Realty, Inc. Also enclosed is a check in the amount of \$78.75 for the filing fee. Please return a **certified copy** of the Articles of Incorporation to the undersigned.

Thank you for your attention to this request.

Very truly yours,


Kevin T. Wells

KTW:sl

Enclosure

cc: Siesta Breakers Realty, Inc.
c/o Ms. Darlene Cross, Manager

FILED
OCT - 2 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
SIESTA BREAKERS REALTY, INC.
A Florida Corporation

FILED
00 OCT -2 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Siesta Breakers Realty, Inc. (herein, "the Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 6480 Midnight Pass Road, Sarasota, FL 34242.

ARTICLE III - CORPORATE PURPOSE

The purpose for which the Corporation is organized it to engage in any and all lawful business which corporations may be organized under the laws of the State of Florida, including but not limited to the business of leasing and selling condominium units and other real and personal property.

ARTICLE IV - CORPORATE POWERS

The Corporation shall have the power to:

- (a) To have perpetual succession by its corporate name.
- (b) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 607 of the Florida Statutes, or any laws of the State of Florida, and to conduct any lawful business or enterprise.
- (c) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (f) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (g) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.
- (i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.
- (l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (n) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V- CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00). There shall be only one class of stock.

ARTICLE VI- EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Florida street address of the initial registered office of the Corporation is 2033 Main Street, Suite 301, Sarasota, FL 34237, and the name of its initial Registered Agent of the Corporation is Kevin T. Wells, Esquire.

ARTICLE VIII - DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be modified from time to time by corporate Bylaws adopted by the Shareholders. The name and street address of the initial Director of the Corporation who shall serve until her successor is duly elected and qualified is:

NAME:

Darlene Cross

ADDRESS:

6480 Midnight Pass Road
Sarasota, FL 34242

ARTICLE IX - OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE X - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

NAME:

Darlene Cross

ADDRESS:

6480 Midnight Pass Road
Sarasota, FL 34242

ARTICLE XI - CONFLICT OF INTERESTS

No other 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 of the Corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be appointed to or may be interested in the contract or transaction; and each person who becomes a director of the Corporation is hereby relieved of any liability that may otherwise arise by reason of his contracting with the Corporation of the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE XII - AMENDMENT

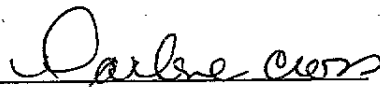
These Articles of Incorporation may be amended, altered or repealed by resolution adopted by the Board of Directors, shareholder approval is not required.

ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and all liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the

indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

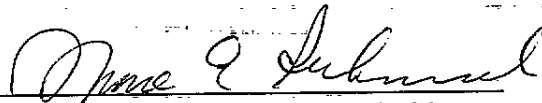
WITNESS my hand and seal at Sarasota, Sarasota County, Florida, this 21 day of SEPTEMBER, 2000.


DARLENE CROSS

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to administer oaths, personally appeared DARLENE CROSS, who is personally known to me or who has presented FL DL C626-173-48-864-0 as identification, and who acknowledged the foregoing Articles of Incorporation EXP 10-4-2005

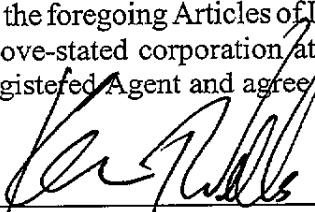
WITNESS my hand and official seal in the State and County named above this 21 day of SEPTEMBER, 2000.


NOTARY PUBLIC- State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation as Registered Agent to accept service of process for the above-stated corporation at the place designed in the Articles, hereby accept the appointment as Registered Agent and agree to act in this capacity.


KEVIN T. WELLS
Registered Agent

FILED
OCT -2 PM 4:54
JAILOR STATE
FLORIDA