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Lake Kerr Resort & Marina Inc.		
		
		
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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615 T.SMITH FEB 0 1 2001

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ARTICLES OF INCORPORATION OF LAKE KERR RESORT & MARINA INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Lake Kerr Resort & Marina Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 25250 County Road 316, Salt Springs, Florida 32134.

THIRD: The number of shares in the corporation is authorized to issue is: 200.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names of addresses of the persons who are to serve as initial directors are:

Martin Gerst	Bradley Edson	
2800 South Rural Road	2800 South Rural Road	
Tempe, Arizona 85282	Tempe, Arizona 85282	

SIXTH: The name and address of the incorporator is:

Scott R. Boesel Clinton Square P.O. Box 31051

Rochester, New York 14603-1051

Signature of Incorporator

Date

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

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mith, Asst. Secy.

January 31, 2001

Date