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BUETENS & BUETENS

ATTORNEYS AT LAW
8965 BRIDGE ROAD
HOBE SOUND, FL 33455

(561) 546-6633 OR 546-6664

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MEMO

TO

Dept. of State
Division of Corps., New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

DATE - 3/16/01

SUBJECT

600003890396--3
-03/21/01--01051--003
*****70.00 *****70.00

MESSAGE

Enclosed please find Articles of Incorporation, a copy and a check for \$70.00 for filing.

Carol De Groff

Mrs. Carol De Groff

D. WHITE MAR 26 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TROPIC OASIS WATER GARDENS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TROPIC OASIS WATER GARDENS, INC.

The principal place of business of this corporation shall be:
11330 S.E. Federal Hwy., Hobe Sound, FL 33455.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 11330 S.E. Federal Hwy., Hobe Sound, FL 33455. The post office address of the registered agent shall be

7600 S.E. Gull Way, Hobe Sound, FL 33455 and the name of the initial registered agent of the corporation at that address is TIMOTHY J. ROWE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President, Secretary, and Treasurer to be:

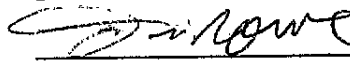
TIMOTHY J. ROWE, 7600 S.E. Gull Way, Hobe Sound, FL 33455.

ARTICLE IX. SUBSCRIBER

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

TIMOTHY J. ROWE, 7600 S.E. Gull Way, Hobe Sound, FL 33455.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of March, 2001.


TIMOTHY J. ROWE (SEAL)

STATE OF FLORIDA, COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 16th day of March, 2001 by TIMOTHY J. ROWE, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, the date first written above.


Notary Public, State of Florida
Commission Expiration Date:



Carol J. De Groff
MY COMMISSION # CC641817 EXPIRES
May 21, 2001
BONDED THRU TROY FARM INSURANCE, INC.

FILED

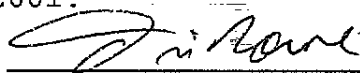
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

IN WITNESS WHEREOF, the undersigned REGISTERED AGENT has hereunto set his hand and seal in the State of Florida, this 16th day of March, 2001.

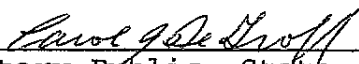


TIMOTHY J. ROWE, Registered Agent

STATE OF FLORIDA, COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 16th day of March, 2001 by TIMOTHY J. ROWE, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, date first written above.


Notary Public, State of Florida
Commission Expiration Date: _____



Carol J. De Groff
MY COMMISSION # CC641817 EXPIRES
May 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Prepared by: BUETENS & BUETENS, Attorneys at Law
8965 Bridge Road, Hobe Sound, Florida 33455
Phone: 561-546-6633 5-corp-5