

TRANSMITTAL LETTER

PO10000063559

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

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*****87.50 *****87.50

SUBJECT: MIAMI RIVER MARINE VILLAGE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: MICHAEL F. CHENOWETH
Name (Printed or typed)

POST OFFICE BOX 236
Address

HOMESTEAD, FLORIDA 33090-0236
City, State & Zip

(305) 451-0993
Daytime Telephone number

01 JUN 25 PM 3:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

G. BULLOCK JUN 26 2001

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original

ARTICLES OF INCORPORATION
OF
MIAMI RIVER MARINE VILLAGE, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MIAMI RIVER MARINE VILLAGE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

Business, Objects or Purposes

a) To purchase, lease and hold real and personal property and every estate and interest therein and choses in action secured thereby, to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of the aforesaid purposes of the corporation.

b) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation.

- c) To generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform.
- d) To repair, manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of any property.
- e) To invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.
- f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or times secured by mortgage or otherwise.
- g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.
- h) To purchase, sell, and transfer shares of its own capital stock.
- i) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any other license or other rights or interests therein and thereunder.
- j) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clause shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Stock

a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

c) The holders of the stock of the corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Office

The principal office of this corporation shall be located at 31 Garden Cove Drive, Key Largo, Florida 33037 but the corporation shall have the power to relocate the principal office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VI

Registered Office and Registered Agent

The registered office of this corporation shall be 31 Garden Cove Drive, Key Largo, Florida and the registered agent shall be Michael F. Chenoweth.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of at least one (1) and not more than six (6) members, the number of the directors to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a

majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and address of the member of the Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until his successors have been duly elected and qualified, is:

Michael F. Chenoweth
31 Garden Cove Drive
Key Largo, Florida 33037

Additional directors shall be appointed or elected as provided in the by-laws of the corporation.

ARTICLE IX

Subscribers

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

Michael F. Chenoweth, 31 Garden Cove Drive, Key Largo, Florida 33037.

ARTICLE X

Transactions with Corporations

No contract between this corporation or any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided the fact be known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such an officer or director of such other corporation or not so interested.

ARTICLE XI

By-Laws

a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended, or adopted repealed by vote of the stockholders entitled to vote thereon, or a new by-law, in lieu thereof, may be altered, amended, or adopted by such a vote of the stockholders and this new by-law may not be altered, amended or repealed by vote of the directors until two years have expired since such action by vote of such stockholders.

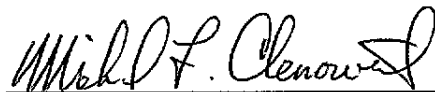
b) The by-laws of this corporation shall be for the government of the corporation and may contain any provision or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter described by statute and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17TH day of JUNE, 2001.



Michael F. Chenoweth

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MIAMI RIVER MARINE VILLAGE, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at Key Largo, State of Florida, has named Michael F. Chenoweth, located at 31 Garden Cove Drive, Key Largo, Florida 33037, as its agent to accept service of process within Florida.

Signature: Michael F. Chenoweth
(Corporate Officer)

Title: President

Date: 17 JUNE 2001

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Michael F. Chenoweth
Signature/Registered Agent

17 JUNE 2001
Date

Michael F. Chenoweth
Signature/Incorporator

17 JUNE 2001
Date

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TALLAHASSEE, FLORIDA