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Darrin R. Schutt *
Christine F. Wright

Ernest A. Seemann
of Counsel
* Admitted in FL & Ga

September 18, 2001

Secretary of State
Division of Corporations
Records Section
P.O. Box 6327
Tallahassee, Florida 32314

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-09/19/01--01042--007
*****78.75 *****78.75

RE: **VICTORIA WATERFRONT DEVELOPMENT, INC.**
Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation and Certificate of Domestication for **VICTORIA WATERFRONT DEVELOPMENT, INC.**, with our firm's check for \$78.75 to cover the filing fees. If everything is in order, please file the enclosed and return a certified copy of the filed articles to our office.

If you have any questions, please do not hesitate to call.

Sincerely,

Darrin R. Schutt, Esq.

Enclosures

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01 SEP 19 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1000TH SEP 21 2001

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**ARTICLES OF INCORPORATION
OF
VICTORIA WATERFRONT DEVELOPMENT, INC.**

The undersigned, Darrin R. Schutt, Esq., files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I. NAME:

The name of this Corporation shall be: VICTORIA WATERFRONT DEVELOPMENT, INC.

II. BUSINESS:

The general nature of the business and business to be transacted are as follows:
To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III. SHARES:

The authorized capital stock of this Corporation shall consist of ONE HUNDRED (100) shares of common stock, at TEN DOLLARS (\$10.00) par value per share.

IV. EXISTENCE

The corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

V. PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is 4905 Chiquita Boulevard South, Suite 101, Cape Coral, Florida 33914-6967; the registered agent for the Corporation is Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

VI. DIRECTORS:

The Corporation shall have not less than two Directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII. INCORPORATOR:

The name and address of the initial incorporator of the Corporation is Darrin R. Schutt, Suite C, 1105 Cape Coral Parkway, Cape Coral, Florida 33904.

VIII. GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

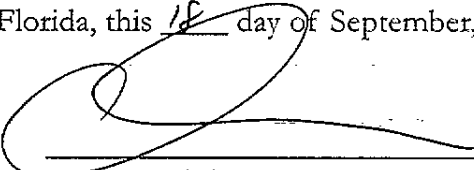
(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such

expenses), to the full extend permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

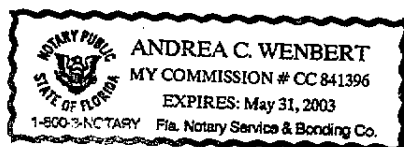
SUBSCRIBED at Cape Coral, Florida, this 18 day of September, 2001.



Darrin R. Schutt
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

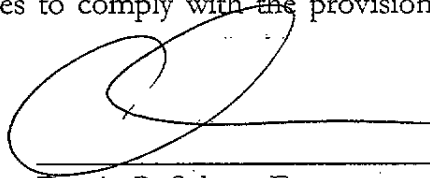
I HEREBY CERTIFY that on this 18th day of September, 2001, before me, an officer duly qualified to take acknowledgments, personally appeared Darrin R. Schutt, who is personally known to me and who executed the foregoing instrument, and acknowledged before me that he executed the same.



Andrea C. Wenbert
Notary Public, State of Florida
My Commission Expires

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes.

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a horizontal line.

Darrin R. Schutt, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA