

AUG. 13. 2002 3:20PM

CARLTON FIELDS ST. PETE

NO. 2680 P. 2/6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813)223-7000
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FLORIDA PROFIT CORPORATION OR P.A.

Queen's Harbour Marina Management, Inc.

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
QUEEN'S HARBOUR MARINA MANAGEMENT, INC.**

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I

Name and Address

The name of the Corporation shall be Queen's Harbour Marina Management, Inc. The street and mailing addresses of the initial principal office of the Corporation shall be 2325 Ulmerton Road, Suite 20, Clearwater, Florida 33762.

ARTICLE II

Capital Stock

The Corporation shall be authorized to issue one thousand, two hundred (1,200) shares of common stock having a par value of One and No/100ths Dollars (\$1.00) a share.

ARTICLE III

Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation, or securities convertible into such shares, of the same class, kind, or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares each shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issuance of shares and inviting the shareholder to exercise its preemptive rights. This right also may be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE IV

Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a board of directors, the members of which shall be hereinafter referred to as directors.

This instrument was prepared by:
Nicole Forbes, Esquire
Florida Bar No.: 0470120
Carlton Fields, P.A.
200 Central Avenue, Suite 2300
Post Office Box 2861
St. Petersburg, Florida 33731-2861
(727) 821-7000
(727) 822-3768 (Facsimile)

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Section 2. The initial board of directors of the Corporation shall consist of two (2) directors, whose names and addresses are as follows:

Name:	Address:
FRED B. BULLARD, JR.	2325 Ulmerton Road, Suite 20 Clearwater, Florida 33762
VAN L. MCNEEL	5401 West Kennedy Boulevard, Suite 751 Post Office Box 23887 Tampa, Florida 33623

Section 3. The number of directors shall be as provided in the bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the bylaws.

ARTICLE V

Bylaws

Section 1. The initial board of directors shall adopt the bylaws of the Corporation at a meeting of the initial board of directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the bylaws of the Corporation may be exercised by the board of directors or by the shareholders, in accordance with the provisions of the bylaws.

Section 3. Any bylaws adopted by the board of directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any bylaws adopted by the shareholders may provide that such bylaws may be altered, amended, or repealed only by the shareholders.

ARTICLE VI

Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be One Harbour Place, 5th Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730.

Section 2. The name of the initial registered agent of the Corporation at said initial registered office shall be CFRA, LLC, a Florida limited liability company.

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ARTICLE VII

Incorporator

The name and address of the incorporator are:

Name:

Address:

CFRA, LLC

CFRA, LLC

One Harbour Place

777 S. Harbour Island Boulevard, 5th Floor

Tampa, Florida 33602

ARTICLE VIII

Indemnification

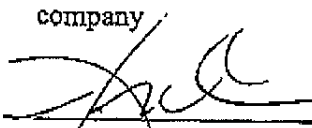
Section 1. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 13th day of August, 2002.

CFRA, LLC, a Florida limited liability
company


JOEL B. GILES, its Authorized Agent

AUG. 13. 2002 3:21PM

CARLTON FIELDS ST. PETE

NO. 2680 P. 6/6

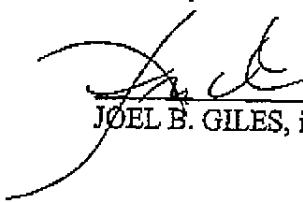
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 13th day of August, 2002.

CFRA, LLC, a Florida limited liability
company


JOEL B. GILES, its Authorized Agent