





## Florida Incorporators, Inc.

Mark S. Hankins  
President  
8875 Hidden River Pkwy Ste. 300  
Tampa, FL 33637

December 6, 2002

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

RE: Golf & Waterfront Properties

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins  
President

FILED  
2002 DEC -9 AM 9:59  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

GOLF & WATERFRONT PROPERTIES, INC.

FILED

2002 DEC -9 AM 9:59

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is GOLF & WATERFRONT PROPERTIES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

CRAIG HENSLEY  
1423 SE 16<sup>TH</sup> PL #202  
CAPE CORAL, FL 33990

SEVENTH: The name and address of the incorporator is:

DAVID WINKELMAN  
1937 GRACE AVE  
FORT MYERS, FL 33901

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

DAVID WINKELMAN  
1937 GRACE AVE  
FORT MYERS, FL 33901

NINTH: The mailing address and principal office of the corporation is:

GOLF & WATERFRONT PROPERTIES, INC.  
1937 GRACE AVE  
FORT MYERS, FL 33901

DATED: December 4, 2002

2002 DEC -9 AM 9:59  
FILED  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

David Winkelman  
DAVID WINKELMAN  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

David Winkelman  
DAVID WINKELMAN