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FLORIDA PROFIT CORPORATION OR P.A.

gables waterway company

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ARTICLES OF INCORPORATION
GABLES WATERWAY COMPANY

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

I.

NAME OF CORPORATION

The name of this corporation shall be Gables Waterway Company.

II.

PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business shall be 2 South Biscayne Blvd., Suite 2300, Miami, Florida 33131.

III.

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in any activities or business permitted under the laws of the United States and Florida, including, but not limited to, the operation of a waterway cruise business, boat sales, and boat rentals.

b. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

Jeffrey B. Maltzman, Esq. (FL Bar #0047760)
KAYE, ROSE & MALTZMAN, LLP
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IV

CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

V

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

Jeffrey B. Maltzman, One Biscayne Tower, 2 S. Biscayne Blvd., Suite 2300, Miami, Florida 33131

Anamarie M. Maltzman, One Biscayne Tower, 2 S. Biscayne Blvd., Suite 2300, Miami, Florida 33131.

VI.

REGISTERED AGENT

The street address and mailing address of this corporation's initial registered office is: One Biscayne Tower, 2 S. Biscayne Blvd., Suite 2300, Miami, Florida

Jeffrey B. Maltzman, Esq. (FL Bar #0047760)
KAYE, ROSE & MALTZMAN, LLP
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Miami, FL 33131
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33131, and the name of the initial registered agent at that address is Jeffrey B. Maltzman. The principal place of business is the same as the registered office.

VII.

INCORPORATOR

The name and address of the Incorporator is as follows:

Jeffrey B. Maltzman, One Biscayne Tower, 2 S. Biscayne Blvd., Suite 2300,
Miami, Florida 33131..

VIII.

DURATION

The corporation shall have a perpetual existence.

IX.

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

X.

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though

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it had been authorized at a meeting of the Board of Directors.

XI.

NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XII.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

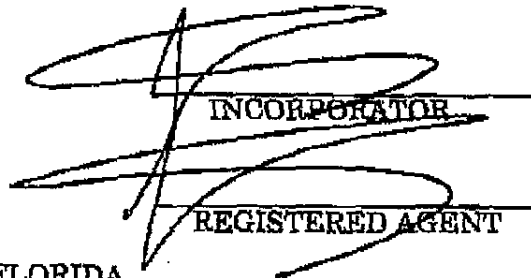
XIV.

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

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KAYE, ROSE & MALTZMAN, LLP
2 S. Biscayne Blvd., Suite 2300
Miami, FL 33181
(305) 358-6556

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 11 day of April, 2003.


INCORPORATOR
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JEFFREY B. MALTZMAN, who is personally known to me and who showed me a Driver's License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 11 day of April, 2003.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



Rose Elise Pies
My Commission 0000007
Expires January 31, 2008

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION: GABLES WATERWAY COMPANY
NAME OF REGISTERED AGENT: JEFFREY B. MALTZMAN

Jeffrey B. Maltzman, Esq. (FL Bar #0047760)
KAYE, ROSE & MALTZMAN, LLP
2 S. Biscayne Blvd., Suite 2800
Miami, FL 33131
(305) 358-6555

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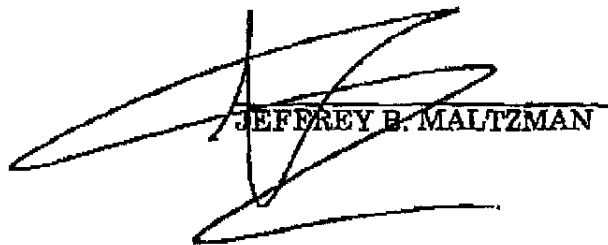
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ADDRESS OF REGISTERED AGENT: One Biscayne Tower, 2 S. Biscayne Blvd, Suite 2300, Miami, Florida 33131.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

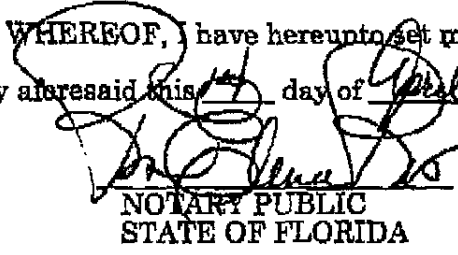
The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 11 day of April, 2003.

STATE OF FLORIDA
COUNTY OF DADE



JEFFREY B. MALTZMAN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFREY B. MALTZMAN, known to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposed and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 11 day of April, 2003..


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

 Rose Clark Rice
My Commission CC888057
Expires January 31, 2005

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Jeffrey B. Maltzman, Esq. (FL Bar #0047760)
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