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STATE

MAY 30 2003

ROBERT E. KRAMER, ESQUIRE

ATTORNEY AT LAW

BOULEVARD EXECUTIVE PARK
555 WEST GRANADA BOULEVARD, SUITE A-9
ORMOND BEACH, FLORIDA 32174

TELEPHONE (386) 672-4313
FACSIMILE (385) 672-4410

May 20, 2003

VIA FEDERAL EXPRESS DELIVERY - Priority Overnight


Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: Water's Edge Hotel, Inc.

Dear Secretary Of State:

Enclosed are Articles of Incorporation on the above new corporation, along with your filing fee of \$87.75. Please file the Corporation and return confirmation to me at the above address. Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,



Robert E. Kramer

REK/msp
Enclosures

ARTICLES OF INCORPORATION OF
WATER'S EDGE HOTEL, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **WATER'S EDGE HOTEL, INC.**

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted by the laws of the United State of America and by the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is sixty (60) share of no par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The initial principal address of this corporation shall be 700 North Atlantic venue, Daytona Beach, Florida 32118, and the initial registered agent shall be ROBERT E. KRAMER, ESQUIRE 555 West Granada Boulevard, Suite A-9, Ormond Beach, FL 32174.

ARTICLE VI - DIRECTION AND MANAGEMENT

The business of this corporation shall be managed by the stockholders of the Corporation rather than a Board of Directors.

ARTICLE VII - OFFICERS

The initial officers of this corporation are to serve until the first election under these Articles of Incorporation. Their names and residences are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Howard Fuchs	700 North Atlantic Avenue
Secretary/ Treasurer		Daytona Beach, FL 32118

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IX - SUBSCRIBERS

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

HOWARD FUCHS
700 North Atlantic Avenue
Daytona Beach, FL 32118

ARTICLE X - AMENDMENT

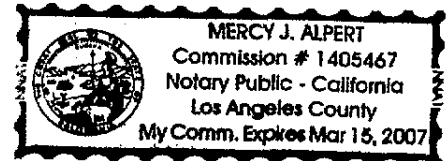
These Articles of Incorporation may be amended by matter provided by Law.

Howard Fuchs
HOWARD FUCHS

STATE OF ~~FLORIDA~~ California
COUNTY OF ~~VOLUSTA~~ Los Angeles

The foregoing instrument was acknowledged before me this 16 day of May, 2003, by HOWARD FUCHS, who is personally known to me and who did take an oath.

Mercy J. Alpert
NOTARY PUBLIC



ACCEPTANCE OR DESIGNATION OF REGISTERED AGENT

The undersigned does hereby accept the above designation as Registered Agent for the Corporation WATER'S EDGE HOTEL, INC.

Robert E. K
ROBERT E. KRAMER, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA