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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ROBERT W. BROWNING, JR. P.A.
Account Number : I20020000218
Phone : (941) 951-0707
Fax Number : (941) 951-7702

FLORIDA PROFIT CORPORATION OR P.A.

SHELLS PROPERTY MANAGEMENT, INC.

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**ARTICLES OF INCORPORATION
OF
SHELLS PROPERTY MANAGEMENT, INC.**

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ARTICLE ONE. NAME

The name of the corporation is SHELLS PROPERTY MANAGEMENT, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 5053 Ocean Blvd., Unit C, Sarasota, FL 34242.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One North Tuttle Ave., Sarasota, FL 34237, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

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ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
One North Tuttle Ave.
Sarasota, Fl. 34237

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

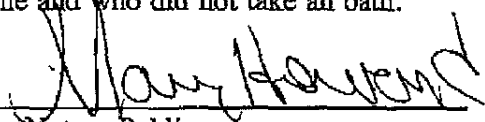
The undersigned Incorporator has executed these Articles of Incorporation this 8th day of March, 2004.


ROBERT W. BROWNING, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of March, 2004, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.




Notary Public

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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SHELLS PROPERTY MANAGEMENT, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 8, 2004


ROBERT W. BROWNING, JR.

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