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**FLORIDA PROFIT CORPORATION OR PARTNERSHIP
WATERFRONT INVESTORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
WATERFRONT INVESTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Waterfront Investors, Inc., and the street address of the principal office of the corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is Four Hundred (400) Shares all of which shall be Common Shares and have a par value of \$.01 each. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

NAME

ADDRESS

Philip M. Shasteen

100 North Tampa Street, Suite 1800
Tampa, Florida 33602

Prepared By:

Philip M. Shasteen, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
100 North Tampa Street, Suite 1800
Tampa, Florida 33602
FL Bar No. 0194712
(813) 225-2500

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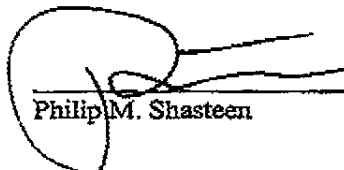
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ARTICLE VI - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of June, 2004.



Philip M. Shasteen

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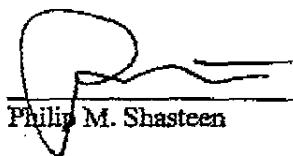
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Waterfront Investors, Inc., desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, located at 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.


Philip M. Shasteen

#88181

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:

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