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Division of Corporations

FAX NO.

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Phone : (904)353-2000
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FLORIDA PROFIT CORPORATION OR P.A.

Marina Properties at Amelia Island, Inc.

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ARTICLES OF INCORPORATION
OF
MARINA PROPERTIES AT AMELIA ISLAND, INC.

The undersigned, acting as incorporator of MARINA PROPERTIES AT AMELIA ISLAND, INC. (the "Company") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: Marina Properties at Amelia Island, Inc. The street address of the initial principal office and the mailing address of the Company is 1200 Riverplace Blvd., Suite 902, Jacksonville, FL 32207

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on March 22, 2005, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 1,000 shares of common stock having a par value of \$.01 per share (the "Common Stock").

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Company has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

Arthur L. Cahoon
1200 Riverplace Blvd., Suite 902
Jacksonville, FL 32207

Daniel J. Gallagher
137 Longpoint Drive
Amelia Island, FL 32034

Ben T. Franklin, Jr.
1200 Riverplace Blvd., Suite 902
Jacksonville, FL 32207

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, FL 32201

ARTICLE IX. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the

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authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

James L. Main
James L. Main, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

INTRASTATE REGISTERED AGENT CORPORATION

Dated: March 22, 2005

By: *James L. Main*
James L. Main, Vice President

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