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FLORIDA PROFIT/NON PROFIT CORPORATION

Sandpiper Marina, Inc.

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ARTICLES OF INCORPORATION
OF
SANDPIPER MARINA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is SANDPIPER MARINA, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.001 per share.

ARTICLE IV

Existence of Corporation

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after

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TALLAHASSEE, FLORIDA

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they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

Address

The principal office and mailing address of the corporation is located at 3500 S.E. Morningside Blvd., Port St. Lucie, FL 34952.

ARTICLE VI

Registered Agent and Office

The street address of the initial registered office of the corporation is Fowler White Burnett, P.A., 777 South Flagler Drive, 901 Phillips Point West, West Palm Beach, FL 33401 and the initial registered agent of the corporation at that address is Phillip T. Ridolfo, Jr.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall

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determine, to indemnify, or advance expenses to, any persons made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

Board of Directors

The name and street address of the member of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Donald C. Duncan	3500 S.E. Morningside Blvd., Port St. Lucie, FL 34952

ARTICLE IX

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

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The name and address of the initial officer, who shall serve in the capacities indicated for the first year of existence of the corporation or until his successor is elected and has qualified, whichever occurs sooner, is as follows:

<u>Name & Address</u>	<u>Office</u>
Donald C. Duncan 3500 S.E. Morningside Blvd. Port St. Lucie, FL 34952	President, Secretary & Treasurer

ARTICLE X

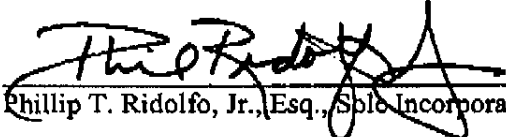
Incorporator

The name and street address of each incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Phillip T. Ridolfo, Jr., Fowler White Burnett, P.A.	777 South Flagler Drive 901 Phillips Point West, West Palm Beach, FL 33401

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

EXECUTED at West Palm Beach, Florida, this 13th day of May, 2008.


Phillip T. Ridolfo, Jr., Esq., Sole Incorporator

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

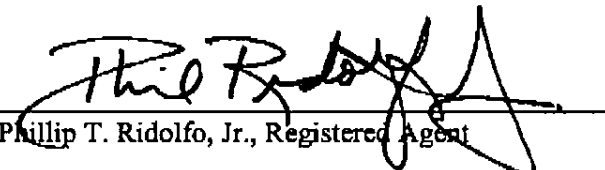
SANDPIPER MARINA, INC., desiring to organize under the laws of the State of Florida, hereby designates Phillip T. Ridolfo, Jr., its registered agent and its registered office located at 777 South Flagler Drive, 901 Phillips Point West, West Palm Beach, FL 33401.

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

Having been named as registered agent for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Phillip T. Ridolfo, Jr., Registered Agent

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