



THOMAS F. KIESEL

ATTORNEY AT LAW

P.O. DRAWER 1000

FORT MEERS, FLORIDA 32009

P.O. BOX 1000  
FORT MEERS, FLORIDA 32009

TELEPHONE (904) 334-1800  
TELEFAX (904) 334-1800

February 15, 1995

Corporate Records Bureau  
Corporations Division  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: South Florida Seaside Resorts, Inc.

Enclosed please find the following:

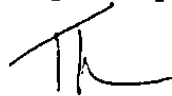
1. Original and one copy of Articles of Incorporation.
2. Our check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>

TOTAL AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned.

Very truly yours,



Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: Wolfgang G. Koch

F:\WP50\CORPORAT\SECSTATE

ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA SEASIDE RESORTS, INC.

FILED  
95 FEB 16 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is SOUTH FLORIDA SEASIDE RESORTS, INC., and its address is 12650 New Brittany Boulevard, Suite 101, Fort Myers, Florida 33907.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,500 shares of One Hundred Dollar (\$100.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 12650 New Brittany Boulevard, Suite 101, Fort Myers,

Florida 33907, and the name of the initial registered agent of this corporation at that address is KATHLEEN A. SMITH.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Wolfgang G. Koch	4745 Estero Boulevard Unit 1603-A Fort Myers Beach, FL 33931

#### ARTICLE VII

##### Initial Officers

The name and post office address of the President and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Wolfgang G. Koch	4745 Estero Blvd. Unit 1603-A Ft. Myers Beach, FL 33931	Pres'dent and Secretary/ Treasurer

## ARTICLE VIII

### Incorporator

The name and address of the person signing these Articles as subscriber to the corporation, together with the number of shares each agrees to take, is are as follows:

NAME	ADDRESS	NO. OF SHARES
Wolfgang G. Koch	4745 Estero Blvd. Unit 1603-A Ft. Myers Beach, FL 33931	1,207.38

## ARTICLE IX

### By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## ARTICLE X

### Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

## ARTICLE XI

### Indemnification

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

## ARTICLE XII

### Compensation

The directors and all other officers of this corporation shall

serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

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

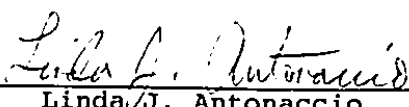
IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 15th day of February, 1995.

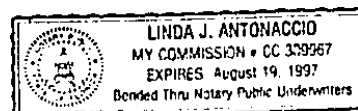
  
\_\_\_\_\_  
WOLFGANG G. KOCH, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 15th day of February, 1995, by WOLFGANG G. KOCH, who is (XX) personally known to me or who has ( ) produced \_\_\_\_\_ as identification and who (XX) did or ( ) did not take an oath.

Signature of Notary Public   
Type/Print Name of Notary Linda J. Antonaccio  
Commission Number CC 309967  
Commission Exp. Date August 19, 1997



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Kathleen A. Smith  
KATHLEEN A. SMITH, Registered Agent

FILED  
95 FEB 16 AM 10:57  
SECRETARY OF STATE  
TREASURER  
CLERK  
DEPUTY CLERK  
DEPUTY TREASURER  
DEPUTY SECRETARY OF STATE

Cr\wp30\corporat\artinc