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FILED
95 JUN 27 11:31
SECRET
TALLAHASSEE

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
2805 LITTLE DEAL ROAD
(Address)
TALLAHASSEE, FLORIDA 32308 (904) 385-6735
(City, State, Zip) (Phone #)

OFFICE USE ONLY

900001526209
-06/28/95--01082--010
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Sea Breeze, Inc (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JUN 27 1995

Examiner's Initials _____

ARTICLES OF INCORPORATION

FILED
95 JUN 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Sea Gypsy, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
1300 Main Street
Fort Myers Beach, Florida 33931

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Joel C. Andrew
1300 Main Street, Fort Myers Beach, Florida 33931
Dennis Henderson
1300 Main Street, Fort Myers Beach, Florida 33931
George Gala
1300 Main Street, Fort Myers Beach, Florida 33931

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every share^holder, upon the sale for cash of any new stock of this corporation 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 IX - INDEMNIFICATION

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

ARTICLE X - 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 27, 1995

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Sea Gypsy, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: June 27, 1995

Teresa Roman
Teresa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 27, 1995

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman

ECHOLS, COTTER & SHENKO
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

LARRY A. ECHOLS, P.A.
RICHARD T. COTTER, P.A.
WILLIAM E. SHENKO, JR., P.A.

6100 ESTERO BOULEVARD
POST OFFICE BOX 2578
FORT MYERS BEACH, FL 33932-2578
(941) 483-6793
FAX: (941) 483-4402

July 7, 1995
P95000050137

Secretary of State
Florida Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

700001535887
-07/12/95--01060--012
*****35.00 *****35.00

Re: Sea Gypsy, Inc.

To Whom It May Concern:

Enclosed is Statement of Change of Registered Office and Agent in regard to the above referenced corporation. Also enclosed is a check in the amount of \$35.00, which represent your fees for this service.

Thank you for your assistance in this matter, and should you desire any additional information or documentation, please do not hesitate to contact me.

Yours very truly,


William E. Shenko, Jr.

WESjr/jbs
enclosures

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95 JUL 12 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA.
Change
7-18-95
DL

Chg. No. P95000050137
Date Filed 06/27/95

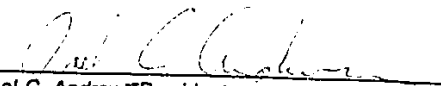
STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Sea Gypsy, Inc.
2. The name and address of its present registered agent is:
Filings, Inc.
3732 NW 16th Street
Fort Lauderdale, FL 33311
3. The name and street address to which its registered agent is to be changed is:
William E. Shenko, Jr.
6100 Estero Boulevard
Fort Myers Beach, FL 33931
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors or by an officer of the corporation so authorized by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 7 day of July, 1995.


Joel C. Andrews, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Dated: this 7 day of July, 1995.


William E. Shenko, Jr., Agent