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MIAMI, FLORIDA 33125

James M. Fortain

Telephone (305) 324-6563
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February 26, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: THE WATERWAYS OF BOYNTON BEACH, INC.
Articles of Incorporation

To whom it may concern:

000001728200
-02/24/96--01067--002
***122.50 ***122.50

Enclosed you will find one (1) original and one (1) photocopy of the Articles of Incorporation for the above referenced corporation.

Also enclosed you will find a check for One Hundred Twenty Two and 50/100's (\$122.50) Dollars, for filing the articles.

If you have any questions or need any additional information, please do not hesitate to call my office.

Sincerely,

MAR 4 1996 BSB

JAMES M. FORTAIN, P.A.


James M. Fortain

EFFECTIVE DATE
2-26-96

FILED
96 FEB 29 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMF/kmc
encl

FILED

96 FEB 29 AM 9:24

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

EFFECTIVE DATE

2-26-76

**ARTICLES OF INCORPORATION
OF
THE WATERWAYS OF BOYNTON BEACH, INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is THE WATERWAYS OF BOYNTON BEACH, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence which shall commence on the date of execution and acknowledgement of these Articles of Incorporation.

**ARTICLE III
PURPOSES**

The corporation may engage in all lawful business permitted under the laws of the State of Florida.

A handwritten signature, possibly "JP", is located in the bottom right corner of the document.

**ARTICLE IV
AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 1000 shares of Common Shares of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

**ARTICLE V
BOARD OF DIRECTORS**

1. The By-laws may provide for the increase or decrease in the number of Directors from time to time, provided that the number of directors shall never be less than one (1).

2. The corporation shall initially have one (1) Director. The name and address of the initial Director is as follows:

NAME	ADDRESS
PETER BURGESS	2500 North Military Trail, Suite 175 Boca Raton, Florida 33431

**ARTICLE VI
INCORPORATORS**

The name and address of the Incorporator of these Articles of Incorporation is as follows: JAMES M. FORTAIN, 1720 Wa-kee-na Drive, Miami, Florida 33133.



ARTICLE VII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation:

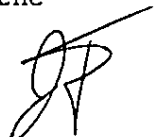
1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by applicable statute or authorized by the Board of Directors or by resolution of the stockholders. The initial office of the corporation shall be located at 2500 North Military Trail, Suite 175, Boca Raton, Florida 33431.

2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

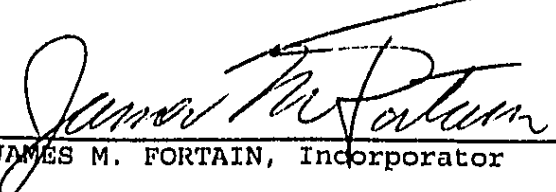
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the fullest extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. These Articles of Incorporation may be altered or amended by resolution of the Board of Directors and presented to and approved by, or by resolution by, the holders of a majority of the outstanding Common Stock entitled to vote thereon.



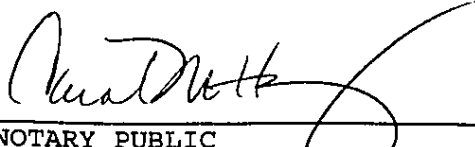
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 26th day of February, 1996.


JAMES M. FORTAIN, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JAMES M. FORTAIN, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein expressed. Further, he produced a Florida Driver License as identification and did not take an oath.

IN WITNESSES WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 26th day of February, 1996.



NOTARY PUBLIC
State of Florida at Large
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

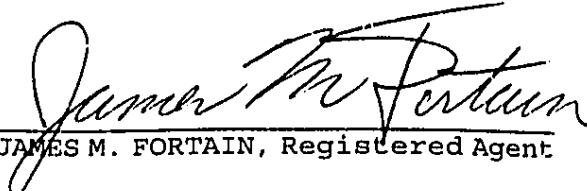
In pursuance of Chapter 607, Florida Statutes, the following
is submitted in compliance with said act:

THE WATERWAYS OF BOYNTON BEACH, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at the City of Boca
Raton, County of Palm Beach, State of Florida has named JAMES M.
FORTAIN, located at 1720 Wa-kee-na Drive, Miami, Florida 33133 as
its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, I
hereby accept to act in this capacity and I agree to comply with
the provision of said Act relative to keeping open said office and
I accept the obligations of Chapter 607 of the Florida Statutes.

By:


JAMES M. FORTAIN, Registered Agent

FILED
96 FEB 29 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA