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3/26/96 FLORIDA DIVISION OF CORPORATIONS 11:19 AM

PUBLIC ACCESS SYSTEM

((H96000004312)) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: ICARD, MERRILL, CULLIS, TIMM, FUREN
DEPARTMENT OF STATE 2033 MAIN ST
STATE OF FLORIDA SUITE 600
409 EAST GAINES STREET SARASOTA FL 34237 01-
TALLAHASSEE, FL 32399 CONTACT: CHRISTOPHER K CASWELL
FAX: (904) 922-4000 PHONE: (813) 366-6222
FAX: (813) 366-6384

((H96000004312))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WATER CLUB II DEVELOPMENT, INC.

FAX AUDIT NUMBER: H96000004312 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/26/1996 TIME REQUESTED: 11:19:03
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $70.00 ACCOUNT NUMBER: 072720000162

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((H96000004312)))

~~** ENTER 'M' FOR MENU. **~~

~~ENTER SELECTION AND <CR>:~~

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96 MAR 26 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/26

96 MAR 26 PM 1:23

#H96000004312

ARTICLES OF INCORPORATION OF

Water Club II Development, Inc.

FILED

ARTICLE 1. - NAME

The name of this corporation is **Water Club II Development, Inc.**

ARTICLE 2. - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of the corporation shall initially be **7227 Clint Moore Rd., Boca Raton, FL 33496**. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

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

ARTICLE 4. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of $1.00 (One Dollar).

ARTICLE 5. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall not have preemptive rights to purchase additional shares.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2033 Main Street, Suite 600, Sarasota, Fl.** and the name of the initial registered agent of this corporation at that address is **ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A. (ATTN: Michael J. Furen).**

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have the following directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director(s) of this corporation:

Jerry Ansel **7227 Clint Moore Rd., Boca Raton, FL 33496**

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is: **MICHAEL J. FUREN, Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, Fl. 34237.**

PREPARER: CHRIS CASWELL
2033 MAIN STREET, SUITE 600
SARASOTA, FL.
(941) 366-8100
FLA. BAR NO. 0372211

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ARTICLE 9. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned incorporator has executed these Articles of Incorporation on March 26, 1996.

Michael J. Furen

MICHAEL J. FUREN

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

Water Club II Development, Inc.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 26, 1996

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.

By: Michael J. Furen

Michael J. Furen
Registered Agent

FILED
96 MAR 26 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#H96000004312

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086

P96000026701

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 080702 3487A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : September 10, 1996

ORDER TIME : 1:37 PM

ORDER NO. : 080702

CUSTOMER NO: 3487A

500001943805

CUSTOMER: Troy Myers, Esq
Icard Merrill Cullis Timm
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

FILED
96 SEP 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: WATER CLUB II DEVELOPMENT, INC.

EFFICTIVE DATE:

File 1st

RECEIVED
96 SEP 10 PM 2:47
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

9/11

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: Joy

Name Change

C.C.

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF

WATER CLUB II DEVELOPMENT, INC.

FILED
96 SEP 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1. - NAME

The name of this corporation is **WATER CLUB II DEVELOPMENT, INC.**

ARTICLE 2. - TEXT OF THE AMENDMENT

Change of Corporate Name

"**RESOLVED:** That the name of the corporation is changed to:

OLD WATER CLUB, INC.

That the change of the name of the corporation be effective upon the filing of the Articles of Amendment with the Secretary of State of the State of Florida.

That the officers and directors of the corporation are authorized and directed to complete such filings as may be necessary to change the name of the corporation with the Secretary of State of the State of Florida."

ARTICLE 3. - ADOPTION OF AMENDMENT

The foregoing amendment was approved by the shareholders of the corporation by unanimous consent. A copy of the action of the shareholders of the corporation is attached.

The undersigned, as President of the Corporation has executed these Articles of Amendment of the Articles of Incorporation on September 5, 1996.

JEROME V. ANSEL

I certify that I am the sole director and shareholder of the aforenamed corporation, and that the foregoing Articles of Amendment were approved by the shareholders of the aforenamed corporation.

Dated: 9/5/96

JEROME V. ANSEL

MINUTES OF ACTION OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF WATER CLUB II DEVELOPMENT, INC.

I, the undersigned, constituting the sole Director of WATER CLUB II DEVELOPMENT, INC., a corporation organized under the laws of the State of Florida, acting as the Board of Directors pursuant to the provisions of Florida Statutes, §607.0821 do hereby consent to the adoption of and do hereby adopt the following resolutions on September 5, 1996.

Change of Corporate Name

"RESOLVED: That the name of the corporation should be changed to:

OLD WATER CLUB, INC.

That the change of the name of the corporation be proposed by the Board of Directors to the Shareholders of the corporation.

That upon adoption of a resolution to change the name of the corporation by the Shareholders of the corporation, the officers and directors of the corporation are authorized and directed to complete such filings as may be necessary to change the name of the corporation with the Secretary of State of the State of Florida.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

I, the undersigned, being the sole Director hereby certify that the foregoing resolutions were duly adopted by the Board of Directors. I waive all notice of the meeting and actions undertaken as evidenced by this instrument.

Jerome V. Ansel

MINUTES OF ACTION OF A SPECIAL MEETING OF THE SHAREHOLDERS OF WATER CLUB II DEVELOPMENT, INC.

I, the undersigned, constituting all of the shareholders of WATER CLUB II DEVELOPMENT INC., a corporation organized under the laws of the State of Florida, acting together as the Sh olders of the corporation pursuant to the provisions of Florida Statutes, §607.0702 relating to a special called meeting of the shareholders of the corporation, and §607.0704 relating to the power of the shareholders to consent in writing to actions of the shareholders and to waive notice of a meeting of the shareholders, do hereby consent to the adoption of and do hereby adopt the following resolutions on September 5, 1996.

<u>Change of Corporate Name</u>

"RESOLVED: That the name of the corporation is changed to:

OLD WATER CLUB, INC.

That the change of the name of the corporation be effective upon the filing of the Articles of Amendment with the Secretary of State of the State of Florida.

That the officers and directors of the corporation are authorized and directed to complete such filings as may be necessary to change the name of the corporation with the Secretary of State of the State of Florida.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

I, the undersigned, being the sole shareholder of the corporation, hereby certify that the foregoing resolutions were duly adopted by the shareholders of the corporation. I waive all notice of the meeting and actions undertaken as evidenced by this instrument.

Jerome V. Ansel