

P96000045832

FRANK P. NISI, JR. & ASSOCIATES, P.A.
ATTORNEYS AT LAW

205 E. CENTRAL BLVD., SUITE 904 • ORLANDO, FLORIDA 32801 • TEL. (407) 422-5060 • FAX (407) 422-9100

May 21, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

600001837836
-05/24/96--01019--003
****122.50 ****122.50

RE: SOUTH FLORIDA MARINE INVESTORS, INC.

Dear Representative:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. I am forwarding a check in the amount of \$122.50 which covers the \$35.00 filing fee, \$52.50 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return to the undersigned. Feel free to call if you have any questions.

Sincerely,



Frank P. Nisi, Jr.

FPN:ss

Enclosures

MAY 28 1996

FILED
95 MAY 23 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA MARINE INVESTORS, INC.

REC-001 121002

96 MAY 23 PM 12:06

ARTICLE I. NAME

FLORIDA STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be South Florida Marine Investors, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 no par value shares of common capital stock.

ARTICLE V. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first obtaining a Certificate of Compliance with stock transfer procedures executed by an officer of the corporation.

Each stock certificate issued by this corporation shall carry a legend substantially similar to the following:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 205 E. Central Boulevard, Suite 304, Orlando, Florida, 32801.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Frank P. Nisi, Jr.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Frank P. Nisi, Jr., 205 E. Central Boulevard, Suite 304, Orlando, Florida, 32801.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Frank P. Nisi, Jr. - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of South Florida Marine Investors, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for South Florida Marine Investors, Inc.



Frank P. Nisi, Jr. - Registered Agent

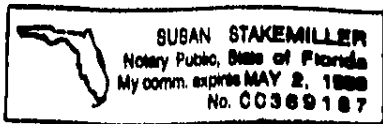
State Of Florida)
County Of Orange)

On MAY 21 1996, Frank P. Nisi, Jr., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of South Florida Marine Investors, Inc.



Notary Public

(SEAL)



FILED
96 MAY 23 PM 12:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P96000045832

Lozier, Tipton, Thams & Frazier
A Partnership of Professional Associations

Attorneys at Law

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*BOARD CERTIFIED TAX ATTORNEY

September 23, 1997

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

200002308072--2
-09/30/97--01079--012
*****87.50 *****87.50

RE: South Florida Marine Investors, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Amendment to the Articles of Incorporation. Once this document has been filed, please return to us a certified copy of same. Enclosed is our firm's check in the amount \$87.50 to cover the filing fee.

Should you have any questions regarding any of this, please do not hesitate to give me a call.

Sincerely,

Daniel R. Lozier
Daniel R. Lozier

FILED
97 SEP 30 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DRL/II

Enclosures

Name Change
LTS
10-7-97

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

SOUTH FLORIDA MARINE INVESTORS, INC.

FILED

97 SEP 30 PM 12:32

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, for the purpose of amending the Articles of Incorporation of South Florida Marine Investors, Inc., a Florida corporation, filed on May 23, 1996, and assigned charter number P96000045832, hereby adopts the following Articles of Amendment to Articles of Incorporation.

- A. Article I is deleted in its entirety and replaced with the following:

ARTICLE I


NAME

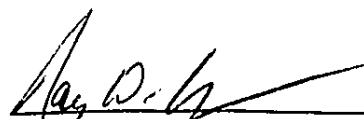
The name of this corporation is Seville Harbour, Inc.

- B. The aforesaid amendment was adopted and approved by all of the Shareholders and all of the Directors by written consent in lieu of meeting on the 12th day of August, 1997.

IN WITNESS WHEREOF, I subscribe my name this 12th day of August, 1997.

ATTEST:


Ray D. Russenberger, Secretary


Ray D. Russenberger, President

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10th day of August, 1997, as President of the corporation, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.

Susan W. Forehand

NOTARY PUBLIC

Commission No. _____

My Commission Expires: _____



SUSAN W FOREHAND
My Commission 00340029
Expires Feb. 08, 1998
Bonded by HAI
800-422-1688