

**ARTICLES OF INCORPORATION
OF
MARINELAND MARINA, INC.**

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CORP. SEC. FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates themselves together to form a for-profit corporation under the laws of the State of Florida.

ARTICLE 1

Name

The name of the corporation is:

MARINELAND MARINA, INC.

ARTICLE II

Nature of Business

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all things here mentioned, as fully and to the same extent as natural person might or could do, viz:

(A) To lease, market, develop and consult on marina operation and membership sales and leases in the State of Florida and the United States and to deal in any manner whatsoever and in all types and descriptions of marina development and sales in this regard, and to do all things and engage in all activities necessary and proper or incidental to said leasing, development, consultation, management and marketing of said marina memberships.

(B) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of Common voting stock of \$1.00 par value.

The consideration to be paid for each share shall be paid in money, property, labor or services, at a just valuation to be fixed by the subscribers or by the directors at a meeting called for such purpose. In the event any stockholder wishes to sell, assign, or encumber his stock he must first receive written approval from all stockholders and in the case of sale must also give right of first refusal, at fair market value as determined by an independent Florida C.P.A., to all stockholders. Highest bidder to prevail.

ARTICLE IV
Initial Capital

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
Terms of Existence

The corporation is to exist perpetually.

ARTICLE VI
Address

The initial street address of the principal office of this corporation in the State of Florida is:

1260 N. Atlantic Avenue
Daytona Beach, Florida 32218

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Directors

The initial number of Directors shall be three (3), who need not be stockholders. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall any thing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically herein provided for.

It is agreed between the Stockholders and Directors that the Stockholder/Director may perform services for the corporation, and to that extent there is no conflict, provided the Stockholders/Directors agree to their service.

ARTICLE VIII
Initial Directors and Officers

The name and street addresses of the members of the first Board of Directors, who subject to the provisions of the Articles

Laws, and the Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Name

Martin M. Kandel

Harvey Birdman

Renn LaMaster

ARTICLE IX
Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

Name

Address

Martin Kandel

21 River Ridge Trail
Ormond Beach, Florida 32174

ARTICLE X
Amendment

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner provided by law; and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI
Termination

This corporation shall only terminate by written agreement between the Stockholders or by operation of law, or by a court of competent jurisdiction.

IN WITNESS WHEREOF, the subscriber to these Article of

Incorporation has hereunto set his hand and seal this 5th day of June, 1996.

Chapman (Seal)

STATE OF FLORIDA

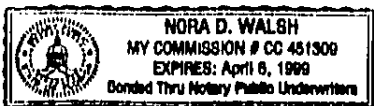
COUNTY OF

22.

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared, MARTIN KANDEL, and to me known/~~who produce~~as identification.

_____ to be the person described as
subscriber in and who executed the foregoing Article of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation.

Witness my hand and official seal in the County and State
named above, this 5th day of June, 1996.



Tara D. Walsh
NOTARY PUBLIC

My Commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
JUN 19 1996
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

FIRST - MARINELAND MARINA, INC., a for-profit
Corporation DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
1260 N. Atlantic Avenue, Daytona Beach FL 32218 HAS DESIGNATED:

PAULA M. KANDEL, Attorney at Law,
595 N. Nova Road, Suite 112
Ormond Beach, Florida 32174

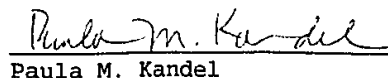
AS ITS REGISTERED AGENT AND ITS REGISTERED OFFICE IN THE STATE
OF FLORIDA.



Martin M. Kandel,
Director/Subscriber

Date: 6/5/96

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 RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Paula M. Kandel

Date: June 6, 1996