P9600 QD53415 OF RICHARD JOHN BRODEUR, P. A.

BOARD CERTIFIED REAL ESTATE LAWYER

June 19, 1996

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

Re:

WATERS DEVELOPMENT CORPORATION

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for WATERS DEVELOPMENT CORPORATION.

Enclosed also please find my Clients Trust Account Cheek No. 1713 in the amount of \$122.50 for payment of the following:

Registered Agent Designation	\$ 35.00
Certified Charter	\$ 52.50
Filing Fee	\$ 35.00
	\$122.50

Please send my office a certified copy of the Articles after they have been properly filed with your Department.

If you have any questions or comments, please let me know. Many thanks for your contrets cooperation and assistance.

Truns very mary

Richard John Brodeur

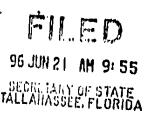
'JUN 2 4 1996'

RJB/ms Enclosures

cc:

Mr. Armenia

Direct Line (941) 472-1734 ** Real Estate Line (941) 472-5433 ** Fax Line (941) 472-5420
Florida, USA, and International Line 1-800-330-1734
MAILING ADDRESS: Post Office Box 214 Sanibel Island, Florida 33957
STREET ADDRESS: Five Lime Tree Center 1640 Periwinkle Way Sanibel Island, Florida



ARTICLES OF INCORPORATION

OF

WATERS DEVELOPMENT CORPORATION

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be WATERS DEVELOPMENT CORPORATION, A Florida Corporation. The principal office of the corporation is 695 Tarpon Bay Road, Suite 7, Sanibel Island, Florida 33957; the mailing address of the corporation is Post Office Box 716, Sanibel Island, Florida 33957.

ARTICLE II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be as follows:

A. To organize and operate a development company in the State of Florida.

B. To transact any and all lawful business in the State of Florida pursuant to Florida Statutes, Chapter 607.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of stock, which shall have no nominal or par value. The shares of stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors from time to time.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 695 Tarpon Bay Road, Suite 7, Sanibel Island, Florida 33957, and the name of the initial Registered Agent of this corporation is John Armenia.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the

Bylaws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

John Armenia 15631 Captiva Drive S. W. Captiva Island, Florida 33924

President / Director

Lucy Armenia 15631 Captiva Drive S. W. Captiva Island, Florida 33924

Secretary / Director

ARTICLE VII - INITIAL INCORPORATOR

The names and addresses of the initial incorporators or subscribers of this corporation are:

John Armenia 15631 Captiva Drive S. W. Captiva Island, Florida 33924

Lucy Armenia 15631 Captiva Drive S. W. Captiva Island, Florida 33924

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals, this _____ day of June, 1996.

John Armenia

(SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF LEE

HEREBY CERTIFY that on this day JOHN ARMENIA and LUCY ARMENIA personally appeared before me, the under the ved Notary Public, an officer duly authorized to administer on the and take acknowledgments. JOHN ARMENIA and LUCY ARMENIA,

and acknowledged to and before me that they are the individuals described in and who executed the foregoing **Articles of Incorporation** freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Sanibel Island, County of Lee, and State of Florida, this 18^{-1} day of June, A. D. 1996.

Notary Public

Printed Name of Notary:

My Commission Number is:

My Commission expires:

CFFICIAL NOTARY SIME KATHLEEN A CLINE COMMISSION NUMBER CC449075
HY COMMISSION EX

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICACLARIASSES FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following Statement in designating the Registered Office / Registered Agent, in the State of Florida:

1. The name of the corporation is:

WATERS DEVELOPMENT CORPORATION

2. The name and address of the Registered Agent and Office of the corporation is:

John Armenia 695 Tarpon Bay Road, Suite 7 Sanibel Island, Florida 33957

Signature of Corporate Officer

Lucy Apmenia

Title:

Secretary

Date:

June 18th, 1996

Having been ramed 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.

Signature of Resident Agent

John Armenia

Date:

June 18th, 1996