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PETER T. FLOOD
ATTORNEY AT LAW
201 SOUTH AIRPORT ROAD
NAPLES, FLORIDA 33948
TELEPHONE (941) 263-2177

FILED

96 JUL 22 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX (941) 263-0707
ADMITTED TO PRACTICE IN MICHIGAN

July 18, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

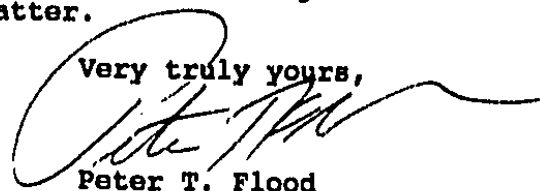
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-07/22/96--01056--013
***\$122.50 ***\$122.50

RE; Hi-Tide Property Management, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation of the above
along with my check in the amount of \$122.50 for filing same.
Thank you for your cooperation in this matter.

Very truly yours,



Peter T. Flood

PTF:mlf
Encs.

PH
7/23/96

ARTICLES OF INCORPORATION
OF

HI-TIDE PROPERTY MANAGEMENT, INC.

FILED

96 JUL 22 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of the corporation is: HI-TIDE PROPERTY MANAGEMENT, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

This Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Judith West, 17446 Meadow Lake Circle, Fort Myers, FL 33912.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

Judith West and Ed Lauron all of 17446 Meadow Lake Circle, Fort Myers, FL 33912.

ARTICLE VIII. INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Judith West and Ed Lauron all of 17446 Meadow Lake Circle, Fort Myers, FL 33912.

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X.

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

FILED

These Articles of Incorporation are executed by Judith West and Ed Lauron, its Incorporators, in compliance with sec. 607.164 of the Florida statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporators, have executed the foregoing Articles of Incorporation on the 15th day of July, 1996.

Judith West
Judith West, Incorporator

Ed Lauron
Ed Lauron, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared Judith West and Ed Lauron to me known to be the persons described as incorporators and who executed the foregoing Articles of Incorporation on 7-15, 1996.



Marlene Jo McCracken
Notary Public

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 17446 Meadow Lake Circle, Fort Myers, FL 33912, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

HI-TIDE PROPERTY MANAGEMENT, INC.

BY: Judith West
Judith West, President

This instrument prepared by:
Peter T. Flood (443077)
201 South Airport Road
Naples, FL 33942
(941) 263-2177
c:\docs\hitide.art

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PETER T. FLOOD
ATTORNEY AT LAW
201 SOUTH AIRPORT ROAD
NAPLES, FLORIDA 33949
TELEPHONE (941) 263-2177

FILED
95 SEP 19 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FAX (941) 263-0707
ADMITTED TO PRACTICE IN MICHIGAN

September 17, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 1 SEP 1996
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***** 3.00 *****35.00

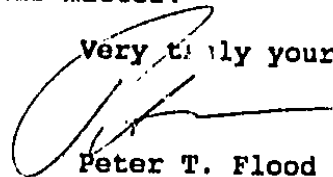
RE; Hi-Tide Property Management, Inc. to Hi-Tide Realty, Inc.

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of Hi-Tide Realty, Inc. along with my check in the amount of \$35.00 for filing same.

Thank you for your cooperation in this matter.

Very truly yours,



Peter T. Flood

PTF:mlf
Encs.

cc: Ms. Judith West

N/C

VS SEP 25 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HI-TIDE PROPERTY MANAGEMENT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE I - CORPORATE NAME

The name of the corporation is HI-TIDE REALTY, INC.

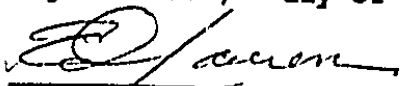
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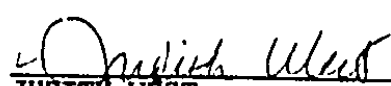
The date of this Amendment's adoption is September 1, 1996.

THIRD:

This Amendment was adopted by the Board of Directors with the approval of all of the shareholders in accordance with Article IX of the Articles of Incorporation filed July 22, 1996.

Signed this 1st day of September, 1996.


ED LAURON
Director/Shareholder


JUDITH WEST
Director/Shareholder

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96 SEP 19 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA