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STUTZMAN & BROMBERG

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS

2323 BRYAN STREET

SUITE 2000

DALLAS, TEXAS 75201-8000

TELEPHONE: (214) 500-4000

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July 31, 1996

DELIVERED VIA FEDERAL EXPRESS

Mr. John E. Ayres, Jr.
1901 Gulf Shore Boulevard North
Naples, Florida 33940

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-08/05/96--01005--011
*****70.00 *****70.00

Re: Edgewater Beach Development, Inc.

Dear Mr. Ayres:

At the request of Bob Abbott, enclosed please find three (3) execution counterparts of the Articles of Incorporation for the captioned corporation, which have been tagged for your signature as registered agent.

Please sign each of the Articles.

Also enclosed is a package to the Florida Secretary of State. Please put two (2) of the executed counterparts of the Articles in this package and forward for filing.

Please return one executed counterpart to me by regular mail.

Thank you for your cooperation and assistance. Should you have any questions, please feel free to call.

Sincerely,

Sherry Nicholson
Sherry Nicholson

Enclosures
3960s/40/ES001-008

cc: Robert L. Abbott

FILED
96 AUG -2 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
EDGEWATER BEACH DEVELOPMENT, INC.

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TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE 1

Name

The name of this corporation shall be: EDGEWATER BEACH DEVELOPMENT, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 1901 Gulf Shore Boulevard North, Naples, Florida 33940.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1901 Gulf Shore Boulevard North, Naples, Florida 33940, and the name of the corporation's initial registered agent at such address is JOHN E. AYRES, JR. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Sherry Nicholson	2323 Bryan Street Suite 2200 Dallas, Texas 75201

ARTICLE VIII

Amendment of Articles of Incorporation

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

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Sherry Nicholson

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above
noted corporation, I hereby accept appointment as its 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.



JOHN E. AYRES JR.

Date: 8/1/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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