

P96000066120

ALLEN, KNUDSEN, DEBOER & ROBERTS, P.A.
ATTORNEYS AT LAW
ESTABLISHED 1947

1416 HENRY STREET
POST OFFICE BOX 1480
FORT MYERS, FLORIDA 33902
TELEPHONE (941) 334-1381
FACSIMILE (941) 334-0200

PARK NORTH CENTER
8121 CASTLE DR. SUITE #1
NAPLES, FLORIDA 33946
TELEPHONE (941) 263-8940
FACSIMILE (941) 263-8944

96 AUG -5 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- GEORGE E. ALLEN (1916-1990)
- BRENDA A. BAWY
- LORI W. CLIFORD
- CHRISTOPHER N. DAVIS
- RICHARD D. DEBOER
- RICHARD D. DEBOER II
- ROBERT H. DECKWALT
- DANA M. GALLUP
- C. MICHAEL JACKSON
- THAD D. KIRKPATRICK

PLEASE REPLY TO:
FORT MYERS OFFICE
July 31, 1996

- ARTHUR K. KNUDSEN, JR.
- TERRANCE F. LENICK
- HOWARD S. RHOADS, RETIRED
- CHARLES M. ROBERTS
- LINDA W. MILLER
- WILLIAM E. STOCKMAN
- JAMIE EADY WISNMAN
- BOARD CERTIFIED IN
MARITAL AND FAMILY LAW

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500001913005
-09/05/96--01053--004
****122.50 ****122.50

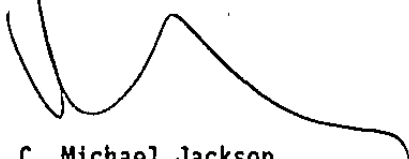
Re: Florida Houseboat Rentals, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation, along with our check in the amount of \$122.50 for filing.

The name "Florida Houseboat Rentals, Inc." was reserved by letter #796A00020982, a copy of which is enclosed for immediate reference.

Very truly yours,



C. Michael Jackson

CMJ:dh
Enclosures
cc: Richard Ter Maat

7A
8-8-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1996

RICHARD W. TER MAAT
1227 S.W. 52ND TERRACE
CAPE CORAL, FL 33914

The name FLORIDA HOUSEBOAT RENTALS, INC. has been reserved for 120 days beginning May 1, 1996. The reservation number is R96000002189 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 796A00020982

ARTICLES OF INCORPORATION
OF
FLORIDA HOUSEBOAT RENTALS, INC.

FILED
96 AUG -5 11:21
SECRET
TALLAHASSEE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be FLORIDA HOUSEBOAT RENTALS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

RICHARD W. TER MAAT	RUTH A. TER MAAT
1227 S.W. 52nd Terr.	1227 S.W. 52nd Terr.
Cape Coral, FL 33914	Cape Coral, FL 33914

ARTICLE X

The initial registered agent of the corporation is RICHARD W. TER MAAT. The street address of the corporation's initial registered office is 1227 S.W. 52nd Terr., Cape Coral, FL 33914.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 1227 S.W. 52nd Terr., Cape Coral, FL 33914.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is RICHARD W. TER MAAT, 1227 S.W. 52nd Terrace, Cape Coral, FL 33914.

The undersigned incorporator has executed these Articles of Incorporation this 29th day of July, 1996.



RICHARD W. TER MAAT, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
FLORIDA HOUSEBOAT RENTALS, INC.

FILED
96 AUG -5 AM 11:21
SECRET
TALLAHASSEE
FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I heroby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 7/28/96



RICHARD W. TER MAAT, Registered Agent