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PREPARED BY
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 139635 133628A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 31, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 139635-005

CUSTOMER NO: 133628A

CUSTOMER: Douglas J. Burns, Esq
GOVAN, BURNS & JONES

6500 Central Avenue

St. Petersburg, FL 33707

FILED
95 OCT 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/31/96--01086--005
****122.50 ****122.50

DOMESTIC FILING

NAME: SARASOTA WATERSIDE PROPERTIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: lori dunlap

EXAMINER'S INITIALS:

KR
11-1-96

ARTICLES OF INCORPORATION
OF
SARASOTA WATERSIDE PROPERTIES, INC.

FILED
96 OCT 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be SARASOTA WATERSIDE PROPERTIES, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

888 Boulevard of the Arts
Suite 1803
Sarasota, Florida 34236

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

FRED T. LANDRY
888 Boulevard of the Arts
Suite 1803
Sarasota, Florida 34236

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

FRED T. LANDRY
888 Boulevard of the Arts
Suite 1803
Sarasota, Florida 34236

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: SARASOTA WATERSIDE PROPERTIES, INC. names and designates DOUGLAS J. BURNS, the Registered Agent and also establishes 6500 Central Avenue, St. Petersburg, Florida 33707, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of SARASOTA WATERSIDE PROPERTIES, INC., does place his hand and seal this 28th day of October, 1996, at St. Petersburg, Florida.

In the presence of:

[Signature]
WITNESS

[Signature]
WITNESS

STATE OF FLORIDA

COUNTY OF PINELLAS

[Signature]
FRED T. LANDRY

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Before me personally appeared FRED T. LANDRY, personally known to me or has produced FL Sheriff's License # 1536-258-31-420as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 28th day of October, 1996,
at St. Petersburg, Florida.

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Paul D. Kochemba

My Commission expires:



PAUL D KOCEMBA
My Commission CC331218
Expires Nov. 10, 1997
Bonded by HAI
800-422-1055

ACCEPTANCE BY REGISTERED AGENT

I, DOUGLAS J. BURNS, 6500 Central Avenue, St. Petersburg,
Florida 33707, do hereby accept appointment as Registered Agent of
SARASOTA WATERSIDE PROPERTIES, INC., together with the duties and
responsibilities attaching to such appointment.

[Signature]
DOUGLAS J. BURNS

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared DOUGLAS J. BURNS, to me well
known or has produced N/A as identification
and who [did] [did not] take an oath, and known to be the person
described in and who executed the foregoing instrument and
acknowledged to and before me that he executed the said instrument
for the purposes therein expressed.

WITNESS my hand and seal this 28th day of October, 1996.

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Paul D. Kochemba

My Commission expires:



PAUL D KOCEMBA
My Commission CC331218
Expires Nov. 10, 1997
Bonded by HAI
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