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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 153075 9236A
AUTHORIZATION : *Patricia Piquito*
COST LIMIT : \$ 122.50

ORDER DATE : November 13, 1996
ORDER TIME : 10:17 AM
ORDER NO. : 153075-005
CUSTOMER NO: 9236A

900002003259--6

CUSTOMER: Tory S. Sieglaff, Legal Asst
ALLEY INGRAM & BUCKLER
701 East Washington Street
Tampa, FL 33602

FILED
96 NOV 13 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WATERWAY'S EDGE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

*11-14-96
KR*

RECEIVED
96 NOV 13 PM 12:19
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
WATERWAY'S EDGE, INC.

FILED
96 NOV 13 AM 9: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WATERWAY'S EDGE, INC.

The address of the principal office of this corporation shall be 375 Park Avenue, Boca Grande, Florida, 33921, and the mailing address of the corporation shall be Post Office Box 761, Boca Grande, Florida 33921.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 428 Fourth Street, Boca Grande, Florida 33921, and the name of the initial registered agent of the corporation at that address is Michael M. Ingram, Esq..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

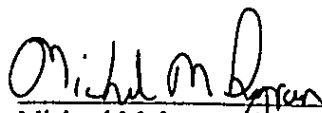
The name and street address of the incorporator to these Articles of
Incorporation:

Michael M. Ingram, Esq.

428 Fourth Street

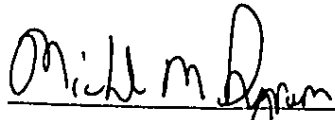
Boca Grande, Florida 33921

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on
November 11, 1996.


Michael M. Ingram, Esq.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Michael M. Ingram, Esq., having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Michael M. Ingram, Esq.

MMI:vss

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