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ACCOUNT NO. : 072100000032

REFERENCE : 264833 81442A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 19, 1997

ORDER TIME : 10:0 AM

ORDER NO. : 264833-005

CUSTOMER NO: 81442A

CUSTOMER: Charles H. Ball, Esq
MCDANIEL & BALL, PA

1444 First Street

Sarasota, FL 34236

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-02/19/97-01069--018
****122.50 ****122.50

DOMESTIC FILING

NAME: QUAY SIDE INN, 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: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 FEB 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 19 AM 10:53
DIVISION OF CORPORATION

YR
2-19-97

FILED
97 FEB 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QUAY SIDE INN, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida Professional Service Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The Name of the Corporation is Quay Side Inn, Inc., whose address is 1487 Second Street, Suite A; Sarasota, Florida 34236.

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock with par value of \$1.00 per share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

ARTICLE V. RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restriction on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the Corporation at reasonable times during business hours.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The address of the Principal Office is 1487 Second Street, Suite A, Sarasota, FL 34242. The registered office is 1487 Second Street, Suite A, Sarasota, FL 34236. The name and address of the registered agent is Stanley Appel, 1487 Second Street; Sarasota, FL 34236.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time. The name and address of each member of the first board of directors is: Ellen Weinberg, 4634 Little John Trail; Sarasota, FL 34242, and Barbara B. Appel, 8222 Regent Court; University Park, FL 34201.

ARTICLE VIII. INCORPORATION

The name and street address of the incorporator is Stanley Appel, 1487 Second Street, Sarasota, FL 34236.

ARTICLE IX. COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing.

IN WITNESS WHEREOF, I have subscribed my name this
15 day of February, 1997.

Stanley Appel

ACCEPTANCE

Having been named as registered agent for Quay Side Inn, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 15th of February, 1997.

Stanley Appel, Registered Agent

FILED
97 FEB 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF SARASOTA

On this 15th day of Feb, 1997 before me, the undersigned, personally appeared, Stanley Appel, Registered Agent, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid.



Charles H. Ball
MY COMMISSION # 00581057 EXPIRES
October 18, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Charles H. Ball
Notary Public