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Attorneys and Counselors at Law

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PROVISIONAL

February 14, 1997

VIA EXPRESS MAIL

Florida Secretary of State
Division of Corporations
The Capitol - Room 2002
Tallahassee, Florida 32301

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IN RE: Incorporation of:
SPORTSMAN'S MARINA OF LAKE OKEECHOBEE, INC.

Dear Sir:

Enclosed herewith is the original and one copy of the duly executed Articles of Incorporation and the original certificate for service along with my check in the amount of \$122.50 for the incorporation of SPORTSMAN'S MARINA OF LAKE OKEECHOBEE, INC.

Please file these documents with your department and return to me a certified copy thereof. For your convenience in returning this information to our office, I have enclosed a self-addressed, stamped envelope.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Steven A. Ramunni

/avc

Enclosures

97 FEB 17 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

SPORTSMAN'S MARINA OF LAKE OKEECHOBEE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: SPORTSMAN'S MARINA OF LAKE OKEECHOBEE, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

Steven A. Ramunni
150 South Main Street
Post Office Box 250
LaBelle, Florida 33975

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial director of this corporation and his street address is:

RENN LAMASTER
Post Office Box 1064
Moore Haven, Florida 33471

The person named as initial director shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the Incorporator are:

STEVEN A. RAMUNNI
150 South Main Street
Post Office Box 250
LaBelle, Florida 33935

ARTICLE IX. AMENDMENT

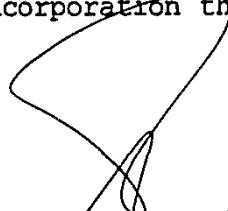
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders

sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS.

All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 14th day of February, 1997.

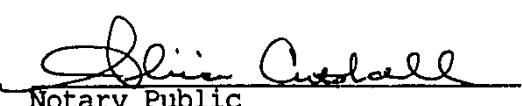


STEVEN A. RAMUNNI
Incorporator

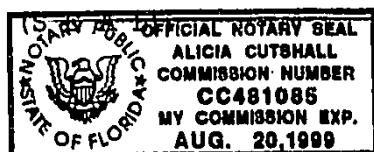
STATE OF FLORIDA

COUNTY OF HENDRY

BEFORE ME, a Notary Public, personally appeared STEVEN A. RAMUNNI, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 14th day of February, 1997.



Alicia Cutshall
Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

That SPORTSMAN'S MARINA OF LAKE OKEECHOBEE, INC., desiring to organize under the laws of the State of Florida, with its principal office located at end of 1st Street, North Moore Haven, Glades County, Moore Haven, State of Florida, has named STEVEN A. RAMUNNI, located at 150 South Main Street, LaBelle, Florida 33975, County of Hendry, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

STEVEN A. RAMUNNI - Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA