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February 13, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PLAYTIME ESTERO ISLAND, INC.

Enclosed please find original and copy of Articles of Incorporation for filing, along with our check in the amount of \$122.50 to cover said filing fees and fee for certified copy thereof. We await return of the certified copy. Thanking you in advance for your help, I remain

Sincerely yours,



Robert P. Henderson

/sb
Enclosures

FEB 24

BSB

FILED
97 FEB 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PLAYTIME ESTERO ISLAND, INC.

FILED
97 FEB 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

The name of this corporation shall be PLAYTIME ESTERO ISLAND, INC.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized is to own and operate a fishing and excursion pleasure boat business, and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one class of common stock of 2,000 shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following pre-emptive rights shall apply to the benefit of all stockholders of this corporation:

(A) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(B) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at a lesser amount.

(C) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(D) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of

Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

ARTICLE VI

The initial principal office of the corporation will be located at 8655 Charter Club Circle, No. 1, Fort Myers, Florida 33919.

ARTICLE VII

The street address of the initial registered office of this corporation is 8655 Charter Club Circle, No. 1, Fort Myers, Florida, and the name of the initial Registered Agent of this corporation shall be GEORGE J. STRUZE.

ARTICLE VIII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

GEORGE J. STRUZE
8655 Charter Club Circle, No. 1
Fort Myers, FL 33919

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is

GEORGE J. STRUZE
8655 Charter Club Circle, No. 1
Fort Myers, FL 33919

ARTICLE X

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

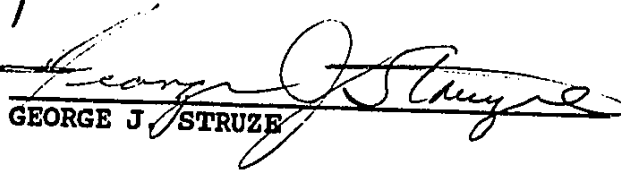
ARTICLE XI

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has\have executed these Articles of Incorporation at Fort Myers, Florida this 13th day of February, 1997.


GEORGE J. STRUZE

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that on this day personally appeared GEORGE J. STRUZE, who produced his FL drivers license, as identification, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same

freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 13th day of
Feb., 1997.

Susan Brownie
Notary Public - State of Florida
My Commission Expires:

SUSAN BROWNIE
Notary Public, State of Florida
My comm. exp. Dec. 2, 1997
Comm. No. CC 337379

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT PLAYTIME ESTERO ISLAND, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IS AT 8655 Charter Club Circle, No. 1, Fort Myers, STATE OF FLORIDA, HAS NAMED GEORGE J. STRUZE, LOCATED AT 8655 Charter Club Circle, No. 1, Fort Myers, Florida 33919, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SIGNATURE: 
(Corporate officer)

TITLE: PRESIDENT

DATE: 2-13-97

FILED
97 FEB 20 PM 2:50
TAMPA STATE
FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
(Resident Agent)

DATE: 2-13-97