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THEODORE PARKER
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February 26, 1997

Department of State
Corporate Records Bureau
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32301

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-02/27/97--01074--015
****122.50 ****122.50

RE: Sarasota Waters, Inc.

To whom it may concern,

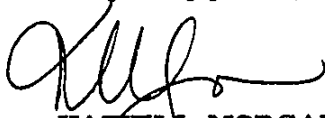
Enclosed please find two originals of the proposed Articles of Incorporation for the above referenced corporation.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

Thank you for your cooperation and assistance in this matter.

Very truly yours,


KATHY L. MORGAN
Legal Assistant
:klm

Dmc
3/4/97

FILED
97 FEB 27 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SARASOTA WATERS, INC.

FILED
97 FEB 27 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is Sarasota Waters, Inc., and its initial principal office location and mailing address is 2033 Main Street, Suite 104, Sarasota, Florida 34237.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITALIZATION

This corporation is authorized to issue Five Hundred Thousand (500,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address is the initial registered office of this corporation is 2033 Main Street, Suite 100, Sarasota, Florida 34237 and the name of the initial registered agent for this corporation at such address is Theodore Parker, Esq.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws; however, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the initial Board of Directors of the corporation is:

NAME

Theodore Parker

ADDRESS

2033 Main Street
Suite 100
Sarasota, Florida 34237

ARTICLE VII
INCORPORATOR

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

NAME

THEODORE PARKER

ADDRESS

2033 Main Street, Suite 100
Sarasota, Florida 34237

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former
Officer or Director to the full extent permitted by law.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend any provisions contained in
these Articles of Incorporation or any amendment hereto, by a majority vote of
the Board of Directors; provided any such amendment is not inconsistent with
or does not contravene the provisions of the Florida Business Corporation Act
(FS 607).

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 26th day of February, 1997.



THEODORE PARKER

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments, in the
state and county set forth above, personally appeared, Theodore Parker, who is

personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did not take an oath.

26th WITNESS my hand and official seal, in this state and county aforesaid this day of February, 1997.



KATHY L. MORGAN
My Comm Exp. 1/24/99
Bonded By Service Ins
No. CC481258
[[Personally Known] [[Other I.D.]

Notary Public
Print Notary Name:
Commission Expires:
Commission Number:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS 607.0601, THE BELOW DESCRIBED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Sarasota Waters, Inc.
2. The name and address of the registered agent and office are:

Theodore Parker, Esq.
2033 Main Street
Suite 100
Sarasota, Florida 34237

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

THEODORE PARKER, ESQ.

FILED
FEB 27 PM 3:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE