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LAW OFFICE OF

DANIEL F. MARTINEZ, II, P.A.
ATTORNEY AT LAW

TEL: (813) 870-1180
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4144 N. ARMENIA AVENUE
SUITE 350
TAMPA, FLORIDA 33607

March 14, 1997

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

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-03/17/97--01081--007
****122.50 ****122.50

Re: Articles of Incorporation for Island Paradise #3 & #6 Associates, Inc.

To the Reader:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please file these documents in your usual manner.

Additionally, please provide the undersigned with a certified copy of these Articles.

A check in the amount of **One Hundred Twenty-two and 50/100 Dollars (\$122.50)** is enclosed. This represents payment of fees for the following:

- Articles of Incorporation	\$ 35.00
- Designation of and Acceptance by A Registered Agent	35.00
- Certified Copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$ 122.50

Thank you for your attention in this matter.

Sincerely,

Daniel F. Martinez, II

Daniel F. Martinez, II, Esquire
Registered Agent
Florida Bar No. 438405
4144 N. Armenia Avenue, Suite 350
Tampa, Florida 33601
(813) 870-1180

EFFECTIVE DATE
3-14-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 17 AM 10:18

APPROVED
AND
FILED

DFM/kmm
Enclosure

See 3/24

EFFECTIVE DATE

3-14-97

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ISLAND PARADISE #3 & #6 ASSOCIATES, INC.

The undersigned Incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida .

ARTICLE I. NAME

The name of the Corporation shall be:

ISLAND PARADISE #3 & #6 ASSOCIATES, INC.

The address of the principal office of this Corporation shall be 1706 W. Grace Street, Tampa, Florida 33607, and the mailing address of the Corporation shall be the same.

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 10,000 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 1706 W. Grace Street, Tampa, Florida 33607, and the name of the initial registered agent of the Corporation at that address is Eric E. Muller.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Arnaldo R. Diaz Director	30 Windrush Court Oldsmar, Florida 34677
Delvis H. Diaz Director	2943 Bayshore Court Tampa, Florida 33611
Daniel F. Martinez, II Director	3505 Nakora Drive Tampa, Florida 33618
Eric E. Muller Director	10114 Lindelaan Drive Tampa, Florida 33618
Michael A. Scanio Director	13911 Shady Shores Drive Tampa, Florida 33613

ARTICLE VII. INCORPORATOR

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

Daniel F. Martinez, II
3505 Nakora Drive
Tampa, Florida 33618

Eric E. Muller
Lindelaan
Tampa, Florida 33618

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes, Section 607.0850.

ARTICLE IX - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE X - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to persons upon payment of the consideration as determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be

specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for the orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XI - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XIII - CUMULATIVE VOTING

All Shareholders or a voting group of Shareholders designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Sections 607.0729, Florida Statutes, as amended from time to time.

ARTICLE XIV - COMMENCEMENT OF CORPORATE EXISTENCE

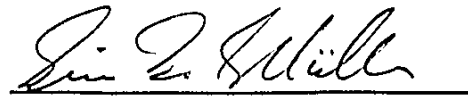
In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation,

except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
on March 14th 1997.



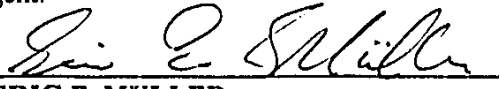
DANIEL F. MARTINEZ, II
Incorporator



ERIC E. MULLER
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, **ERIC E. MULLER** having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the appointment of the position of Registered Agent under section 607.0505, Florida Statutes. Further, I agree to comply with the provisions of all statutes relative the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


ERIC E. MULLER
Registered Agent

APPROVED
AND
FILED
97 MAR 17 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA