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**CHEFFY PASSIDOMO
WILSON & JOHNSON**
ATTORNEYS AT LAW, LLP

FILED

97 MAR 27 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
221 FIFTH AVENUE, SOUTH
SUITE 201
NAPLES, FLORIDA 34102

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March 25, 1997

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

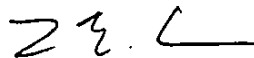
Re: Articles of Incorporation for Factory Bay Marina of Marco, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for Factory Bay Marina of Marco, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing fees and registered agent designation fee.

Upon filing, please provide us with a file stamped copy of the Articles. Thank you for your assistance in this matter.

Very truly yours,



Louis W. Cheffy
For the Firm

Enclosures

cc: Mr. Jack J. Antaramian
Mr. Charles J. Thomas
Edward K. Cheffy, Esq.

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ARTICLES OF INCORPORATION

OF

FACTORY BAY MARINA OF MARCO, INC.
a Florida corporation

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97 MAR 27 AM 10:17

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE I

The name of the Corporation is Factory Bay Marina of Marco, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 405 Fifth Avenue South, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Jack J. Antaramian. The principal office of the corporation is located at 405 Fifth Avenue South, Naples, Florida 34102.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of two (2) Directors whose names and addresses are:

Jack J. Antaramian
405 Fifth Avenue South, Suite 6
Naples, Florida 34102

David E. Nassif
405 Fifth Avenue South, Suite 6
Naples, Florida 34102

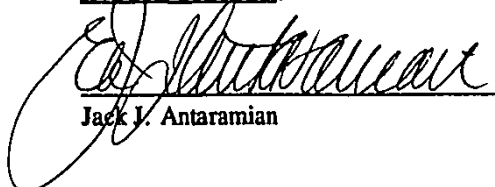
ARTICLE V

The name and address of the incorporator is:

Jack J. Antaramian
405 Fifth Avenue South
Naples, Florida 34102

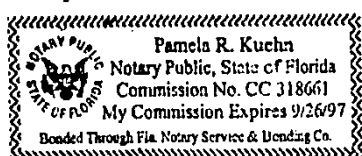
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 25 day of March, 1997.


INCORPORATOR:


Jack J. Antaramian

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 25 day of March, 1997, by Jack J. Antaramian, as Incorporator of Factory Bay Marina of Marco, Inc., on behalf of said corporation. He is personally known to me.




NOTARY PUBLIC
Name: PAMELA R. KUEHN
(Type or Print)
My Commission Expires: 9/26/97


FILED
MAR 27 AM 10:17
CLERK OF DISTRICT COURT
HALL COUNTY FLORIDA

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

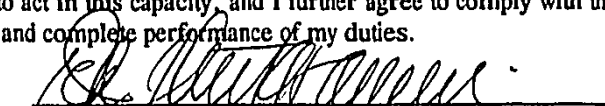
That Factory Bay Marina of Marco, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 405 Fifth Avenue South, Naples, Florida 34102, has named Jack J. Antaramian, 405 Fifth Avenue South, Naples, Florida 34102 as its agent to accept service of process within Florida.

FACTORY BAY MARINA OF MARCO, INC.
a Florida corporation

By: 
Jack J. Antaramian, Incorporator

Date: March 25, 1997

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.


Jack J. Antaramian
Date: March 25, 1997