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*Woodward, Pires & Lombardo, P.A.*

ATTORNEYS-AT-LAW

CRAIG R. WOODWARD\*  
MARK J. WOODWARD  
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J. CHRISTOPHER LOMBARDO  
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RUSSEL M. LAZEGA  
BURT L. SAUNDERS  
OF COUNSEL  
\*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

April 4, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-04/07/97--01097--003  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies/Gentlemen:

Re: Articles of Incorporation  
Gulf Bay Hotel, Inc.

Enclosed are the original and one copy of the Articles of Incorporation for the referenced corporation together with a check in the amount of \$122.50 to cover the fees for filing the Articles. After filing, please return a date-stamped copy to our office.

Should you have any questions, do not hesitate in contacting me.

Sincerely,

*Wanda L. Hendricks*

Wanda L. Hendricks, Sec'y  
for Mark J. Woodward

Enclosures as stated

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -7 PM 3:49

WJW 4-8-97

PLEASE RESPOND TO: NAPLES

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402  
PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

The undersigned subscriber to these Articles of Incorporation, being competent to contract, hereby states the desire to form a corporation under the laws of the State of Florida.

ARTICLES OF INCORPORATION  
OF  
GULF BAY HOTEL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I. NAME

The name of the corporation is Gulf Bay Hotel, Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock, all shares being with a par value of One Dollar (\$1.00).

IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

V. TERM OF EXISTENCE

This corporation is to exist perpetually.

VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108.

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

VII. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may, from time to time, be increased by the By-laws adopted by the stockholders.

VIII. INITIAL DIRECTORS

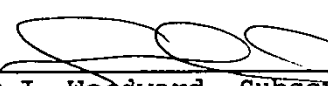
The names and addresses of the first Board of Directors are:  
Anthony DiNardo, 4001 Tamiami Tr. N., Suite 350, Naples, FL 34103;

X. REGISTERED AGENT

Mark J. Woodward, whose address for service of process is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108, shall be the registered agent for the corporation.

XI. AMENDMENTS

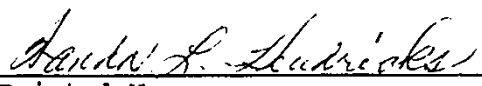
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all the Directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

  
Mark J. Woodward, Subscriber

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 PM 3:49

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of April, 1997, by MARK J. WOODWARD, who is personally known to me and who did not take an oath.

  
Printed Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
WANDA L. HENDRICKS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC564308  
MY COMMISSION EXP. JULY 5, 2000

(SEAL)

ACKNOWLEDGMENT BY REGISTERED AGENT

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.

  
Mark J. Woodward

This instrument prepared by:

Mark J. Woodward, Esquire