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**CHEFFY PASSIDOMO
WILSON & JOHNSON**

ATTORNEYS AT LAW, LLP

EDWARD K. CHEFFY
BOARD CERTIFIED CIVIL TRIAL ATTORNEY
JOHN M. PASSIDOMO
BOARD CERTIFIED REAL ESTATE ATTORNEY
GEORGE A. WILSON
BOARD CERTIFIED WILLS, TRUSTS & ESTATES ATTORNEY
F. EDWARD JOHNSON
BOARD CERTIFIED WILLS, TRUSTS & ESTATES ATTORNEY
JOHN D. KEHOE
BOARD CERTIFIED CIVIL TRIAL ATTORNEY
HOWARD M. HUJSA
JULIET T. WYNE
LOUIS W. CHEFFY

May 2, 1997

821 FIFTH AVENUE SOUTH
SUITE 201
NAPLES, FLORIDA 34102

TELEPHONE: (941) 261-8300
TELECOPIER: (941) 261-8782

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

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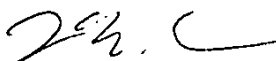
Re: Articles of Incorporation for Factory Bay Marina Land Company, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for Factory Bay Marina Land Company, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 8:35

1997 5/2/97

ARTICLES OF INCORPORATION
OF
FACTORY BAY MARINA LAND COMPANY, INC.
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 8:35

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 Land Company, 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

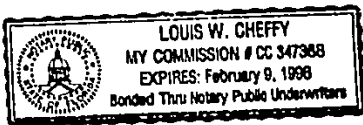
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 1st day of May, 1997.

INCORPORATOR:


Jack J. Antaramian

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 1st day of May, 1997, by Jack J. Antaramian, as Incorporator of Factory Bay Marina Land Company, Inc., on behalf of said corporation. He is personally known to me.



NOTARY PUBLIC

Name: _____

(Type or Print)

My Commission Expires: _____

**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:

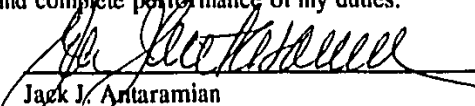
That Factory Bay Marina Land Company, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 405 Fifth Avenue South, Naples, Florida 34102, has named Jack J. Antaramian, 405 Fifth Avenue South, Naples, Florida 34102 as its agent to accept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

FACTORY BAY MARINA LAND COMPANY, INC.
a Florida corporation

By: 
Jack J. Antaramian, Incorporator

Date: May 1, 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: May 1, 1997

FILED
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DIVISION OF CORPORATIONS
MAY -5- 1997
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