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E. WAYNE WALLHAUSEN, Esq.

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2 July 1997

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

Re: Application for Articles of Incorporation
Hammerhead Cay, Inc.

800002231928--1
-07/07/97--01161--002
*****70.00 *****70.00


Gentlemen:

Enclosed please find two copies of the application for issuance of Articles of Incorporation for the above referenced corporation. Please file the same as appropriate. Also enclosed is my check for \$70.00 for the cost of incorporation and the Agent for Service fee.

Thank you for your consideration in this matter.

If there are any questions, please do not hesitate to call.

Sincerely,


E. Wayne Wallhausen
Incorporator

FILED
97 JUL -7 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member of:
Florida State Bar
State Bar of Georgia

9N7-8-97

**ARTICLES OF INCORPORATION
OF
HAMMERHEAD CAY, INC.**

**FILED
97 JUL -7 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida

**ARTICLE I
NAME**

The name of the corporation shall be:

HAMMERHEAD CAY, INC.

The principal place of business and mailing address of this corporation shall be:

8332 Main Street
Bokeelia, FL 33922

**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 1,000,000 shares of common stock at \$.01 par value.

**ARTICLE IV
REGISTERED AGENT**

Initial registered office of the corporation shall be:

898 Gulf Pavilion Dr., #103
Naples, FL 34108

and the name of the initial registered agent at said address shall be:

E. Wayne Wallhausen, Esq.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PREEMPTIVE RIGHTS

Shareholders of the corporation shall not have preemptive rights.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

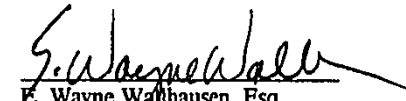
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X
INCORPORATOR

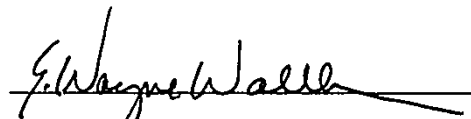
The name and street address of the incorporator to these Articles of Incorporation is:

E. Wayne Wallhausen, Esq.
898 Gulf Pavilion Dr., #103
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3
day of July, 1997.


E. Wayne Wallhausen, Esq.
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


E. Wayne Wallhausen, Esq.
Agent for Service

E. Wayne Wallhausen, Esq.
898 Gulf Pavilion Dr., #103
Naples, FL 34102
(941) 598-3507

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA