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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 485754 80887A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 5, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 485754-005

CUSTOMER NO: 80887A

CUSTOMER: Frederick C. Kramer, Esq
FREDERICK C. KRAMER, ESQ

Suite 201
950 North Collier Boulevard
Marco Island, FL 34145

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-08/05/97--01078--003
****245.00 ****122.50

DOMESTIC FILING

NAME: AQUARIUS PROPERTIES OF
SOUTHWEST FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED 97 AUG -5
97 AUG -5 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED 97 AUG -5 AM 11:39
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

[SN 'AUG - 5 1997

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

FILED
97 AUG -5 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

AQUARIUS PROPERTIES OF SOUTHWEST FLORIDA, INC.

I. NAME

The name of the corporation is: Aquarius Properties of Southwest Florida, Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the corporation is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

IV. MAILING ADDRESS

The mailing address of the corporation is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

V. SHARES

The number of shares that the corporation is authorized to issue is ONE THOUSAND (1,000) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation.

If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: FREDERICK C. KRAMER.

VIII. INCORPORATOR

The name and address of the incorporator is:

FREDERICK C. KRAMER
950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

IX. MANAGEMENT OF THE CORPORATION

The corporation shall not have a board of directors. Rather, all of the powers and duties conferred and imposed upon a board of directors by the Act shall be exercised and performed by the shareholders.

X. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the corporation in the manner set out and provided for in the Act.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 4 day of August, 1997.


FREDERICK C. KRAMER
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared FREDERICK C. KRAMER to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

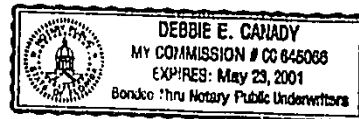
WITNESS my hand and official seal, this 4 day of August, 1997.


NOTARY PUBLIC

Print Name: _____


State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


FREDERICK C. KRAMER

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97 AUG -5 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA