



THE UNITED STATES
CORPORATION
COMPANY

P97000069020

ACCOUNT NO. : 072100000032

REFERENCE : 490911 121349A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : August 8, 1997

ORDER TIME : 11:55 AM

ORDER NO. : 490911-005

CUSTOMER NO: 121349A

CUSTOMER: Julie Pepper, Legal Assistant
CHEFFY PASSIDOMO WILSON &
JOHNSON, LLP
821 Fifth Avenue South

900002262309--5

Naples, FL 34102

DOMESTIC FILING

NAME: CEDAR BAY SHIP STORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 AUG - 8 PM 3:20
SEALING UNIT
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG - 8 PM 2:41
DIVISION OF CORPORATION

SN AUG - 8 1997

4

ARTICLES OF INCORPORATION

OF

CEDAR BAY SHIP STORE, INC.
a Florida corporation

FILED

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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 Cedar Bay Ship Store, 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 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Louis W. Cheffy. 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 one (1) Director whose name and address is:

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


ARTICLE V

The name and address of the Incorporator is:

Louis W. Cheffy
821 Fifth Avenue South, Suite 201
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 7th day of August, 1997.

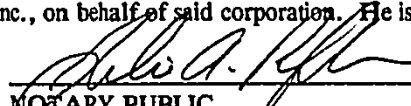
INCORPORATOR:



Louis W. Cheffy

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

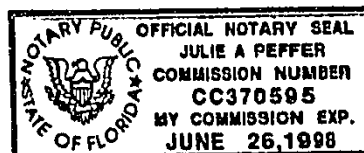
The foregoing instrument was acknowledged before me this 7th day of August, 1997, by Louis W. Cheffy, as Incorporator of Cedar Bay Ship Store, Inc., on behalf of said corporation. He is personally known to me.


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 Cedar Bay Ship Store, 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 Louis W. Cheffy, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

CEDAR BAY SHIP STORE, INC.
a Florida corporation

By: _____

Louis W. Cheffy, Incorporator

Date: August 7, 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.

Louis W. Cheffy

Date: August 7, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA