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GRANDE ISLAND REAL ESTATE, INC.
P.O. BOX 97
BOCA GRANDE, FL. 33921
941-964-2080

October 1, 1997

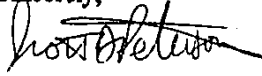
Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL. 339

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-03/29/97--01117--002
****122.00 ****122.00

To Whom It May Concern,

Enclosed please find our Articles of Incorporation and Designation of Registered Agent. Enclosed also is a check for \$122.00 to cover the fees and to get a Certified Copy of the Articles of Incorporation.

If there are any problems, you can contact me at the above number.

Sincerely,

Scott D. Peterson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PH 3:12

10-1-97
WS

GRANDE ISLAND REAL ESTATE, INC.
P.O. BOX 97
BOCA GRANDE, FL. 33921
941-964-2080

ARTICLES OF INCORPORATION

OF

GRANDE ISLAND REAL ESTATE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 3:12

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

ARTICLE I

The name of the corporation shall be:

GRANDE ISLAND REAL ESTATE, INC.

The principal place of business of this corporation shall be:

6020 Boca Grande Causeway, Boca Grande, Florida 33921

ARTICLE II

This corporation may engage in or transact 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

The authorized capital stock of the corporation shall be Five Thousand (1,000) shares of common stock without par value. Stock may be issued for cash, property, services rendered or good will, as may be determined by the Board of Directors.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved by law.

ARTICLE V

The names and street addresses of the initial Board of Directors and officers of this corporation are as follows:

Joseph R. Hanna Director/President

P.O. Box 10600
Rochester, NY 14610

Scott D. Peterson Director/Treasurer-Secretary

5611 Burnham Court
N. Ft. Myers, FL 33903

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ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to this articles
of incorporation are:

GRANDE ISLAND VACATIONS, INC. , a Florida Corporation
Joseph R. Hanna, President
6020 Boca Grande Causeway
P.O. Box 97
Boca Grande, FL 33921

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 26th day of September, 1997

Signatures of Incorporators

Joseph R. Hanna

STATE OF FLORIDA
COUNTY OF CHARLOTTE

THE FOREGOING instrument was acknowledged and sworn to before me this
26th day of September, 1997 by Joseph R. Hanna,
Owner of Grande Island Real Estate, Inc.

Notary Public

Scott D. Peterson



SCOTT D. PETERSON
MY COMMISSION # CC361362 EXPIRES
March 31, 1998
BONDED THRU TROY FARM INSURANCE, INC.

GRANDE ISLAND REAL ESTATE, INC.
P.O. BOX 97
BOCA GRANDE, FL. 33921
941-964-2080

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 3:12

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

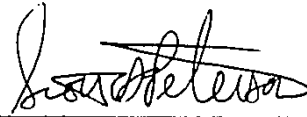
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GRANDE ISLAND REAL ESTATE, INC.

2. The name and address of the registered agent and office is:

SCOTT D. PETERSON
6020 Boca Grande Causeway
Boca Grande, FL 33921

SIGNATURE



TITLE

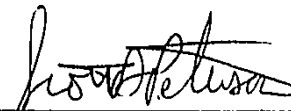
Director / Treasurer - Secretary

DATE

9/26/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

9/26/97