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

700002306137--5 -09/29/97--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

SECRETARY OF STATE DIVISION OF CORPORATIONS

97 SEP 29 PM 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.

SECRETARY OF STATE AS SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS DIVISION OF STATE OF

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

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

ARTICLE VI INCORPORATORS

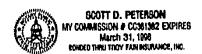
The names and street addresses of the incorporators to this articles of incorporation are:

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 26 day of 20 fem 20, 1997

	Signatures of Incorporators
STATE OF FLORIDA COUNTY OF CHARLOTTE	
THE FOREGOING instrument was acknowledged by day of Stemple, 1997 by	

Notary Public



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

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE OF STATE OF CERPORATIONS
97 SEP 29 PM 3: 12

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

DATE

THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

rector / Treasurer - Lecnetary

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

SIGNATURE

DATE

9/26/97