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October 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee FL 32301

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-10/27/97--01154--010
****122.50 ****122.50

Dear Sir:

Re: MOONSHINE BAY CORPORATION OF LAKEPORT, INC.

Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent
- c. Check to cover fees and costs in the amount of \$122.50:
 \$35.00 to file certificate
 \$52.50 for certified copy
 \$35.00 for registered agent designation

Please return certified copy as soon as possible.

Very truly yours,

Morris B. Fox
MORRIS B. FOX
MBF:MO
Enc.
cc: client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 1:15

cf 10/28/97

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 1:15

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: Name

The name of this corporation is:

MOONSHINE BAY CORPORATION OF LAKEPORT, INC.

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

Walter J. Serbon
9919 Country Oaks Drive
Fort Myers, Florida 33912

ARTICLE VI: Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director of this corporation is:

Name	Address
Walter J. Serbon	P.O. Box 60014 Fort Myers, FL

ARTICLE VII: Initial Officers

Name	Address	Title-Office:
Walter J. Serbon	P.O. Box 60014 Fort Myers, FL	President
Walter J. Serbon	P.O. Box 60014 Fort Myers, FL	Secretary/Treasurer

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation is:

Name	Address
Walter J. Serbon	P.O. Box 60014 Fort Myers, FL

ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of October, 1997.

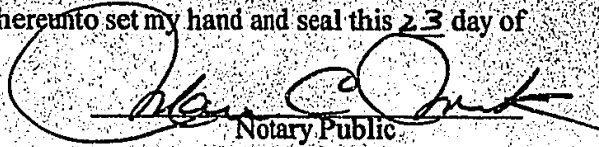


Walter J. Serbon
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority personally appeared **WALTER J. SERBON**
 who is personally known to me, OR
 who provided _____ as identification, and who did not take an oath; to me
known to be the person who executed the foregoing Articles of Incorporation, and he
acknowledged to and before me that he executed such instrument.

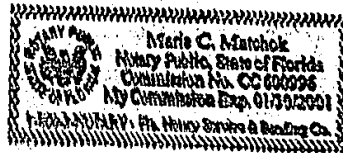
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of
October, 1997.


Notary Public

My Commission Expires:

1-30-2001

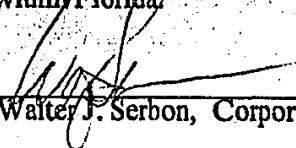
(SEAL)



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 48.091, Florida Statutes, the following is submitted:

FIRST: That MOONSHINE BAY CORPORATION OF LAKEFORT, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 9919 Country Oaks Drive, the City of Fort Myers, State of Florida, 33912, has named WALTER J. SERBON located at 9919 Country Oaks Drive, Fort Myers, State of Florida, as its agent to accept service of process within Florida.


Walter J. Serbon, Corporate Officer

President
Title

October 23, 1997
Date

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.


Walter J. Serbon, Registered Agent

October 23, 1997
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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