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SARA B. HOWELLER
Attorney

November 11, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(904) 487 6052
VIA COURIER SERVICE

RE: New Filing
ACOSTA CREEK YACHT CLUB, INC.

600002348396-3
11/17/97-01018-015
***122.50 ***122.50

Dear Sir:

Enclosed please find an original and one (1) copy of the articles of incorporation and our check for \$122.50. The Designation of Registered Agent is also executed and included. Please return one certified copy to me.

Thank you for your assistance in this matter.

Sincerely,

Sara Howeller
SBH/rb
enc.

97 NOV 12 AM 10:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2380 Pemberton Street
Oviedo, Florida 32765
(407) 366 0397 / (407) 323 2500 5370

11/14/97 T.H.

ARTICLES OF INCORPORATION
OF
ACOSTA CREEK YACHT CLUB, INC.

The undersigned incorporator, a natural person committed to contract, for the purpose of forming a corporation, under the laws of the State of Florida, adopt of the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the proposed corporation is
ACOSTA CREEK YACHT CLUB, INC.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, and any and all acts or statues amendatory thereof supplemental thereto.

ARTICLE III

CAPITAL STOCK: The total number of shares of stock which the corporation shall have the authority to issue is 100,000 shares of common stock at no par value. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors. Each share of common stock shall represent one (1) vote.

Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution in accordance with the records as their holding may appear upon the stock record of the corporation.

ARTICLE IV

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE V

ADDRESS: The initial address of the principle office of the proposed corporation in the State of Florida is 492 Wexdon Court, Lake Mary, FL 32746.

ARTICLE VI

The number of initial directors is two. The name and address of these initial directors who are subject to the provisions of these Articles, the By-Laws of this corporation and the general laws of the State of Florida, and who shall hold office for the first year of existence or until their successors are elected and qualified are:

JERALD E. BARRETT
492 Wexdon Court
Lake Mary, FL 32746

ARTHUR P. SKULA
1999 Spruce Creek Cir.
Daytona Beach, FL 32124

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

INCORPORATORS: The name and address of the incorporator of this Corporation is as follows:

SARA HOWELLER
2380 Pemberton Street
Oviedo, FL 32765
(407) 366 0397

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE: The name and street address of the registered agent and registered office is:

SARA HOWELLER
2380 Pemberton Street
Oviedo, FL 32765
(407) 366 0397

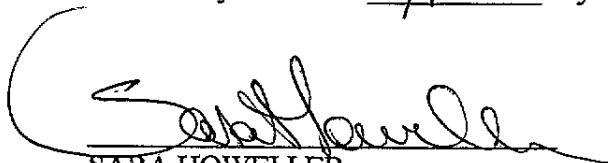
ARTICLE IX

OTHER PROVISIONS:

A. The regulation of the business of the corporation and the conduct of the affairs of the corporation, including, but not limited to provisions governing the issue of stock certificates to replace lost or destroyed certificates, the authority of officers and directors of the corporation, and limitations on the rights of stockholders of the corporation shall be governed by the By-Laws of the corporation which may be made and adopted by the shareholders immediately after adjourning the organizational meeting, and the stockholders shall have the power and authority to amend, modify, alter, change and repeal By-Laws of this corporation.

B. No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, directors or director of the corporation is a party to or are the parties to or interested in such contracts, acts or transactions or in any way connected with such person, persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

IN WITNESS WHEREOF, I have subscribed my name this 11 day of November, 1997.



SARA HOWELLER
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 ACOSTA CREEK YACHT CLUB, INC.
2. The name and address of the registered agent and office is:
SARA HOWELLER
2380 Pemberton Street
Oviedo, FL 32765

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SARA HOWELLER

Nov 11 1997
DATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED