*BOARD CERTIFIED REAL ESTATE ATTORNEY

December 15, 1997

TELEPHONE (941) 482-3521 FACSIMILE (941) 482-5065

*****70.00 *****70.00

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, Fl 32314

Re: Silver Sands Villas, Inc.

Gentlemen:

Enclosed for filing in the Division of Corporations is the original and copy of the following document:

Original and copy of Articles of Incorporation of Silver Sands, Inc.

Our check in the amount of \$70.00 is enclosed which represents the filing fee for the above. Kindly return a copy of the filed document in the envelope provided for your convenience.

Thank you for your attention to this matter.

Yours tauly

Louis F. Sisson, III

For the Firm

LFS/ss

Enclosures

FILED
7 DEC 22 AM 9: 28
ECRETARY OF STATE

2 3 A

ARTICLES OF INCORPORATION OF

SILVER SANDS VILLAS, INC.

97 DEC 22 AM 9: 29 TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: SILVER SANDS VILLAS, INC.

ARTICLE II

BUSINESS TO BE TRANSACTED

The general nature of the business to be transacted by the corporation is:

To engage in any legal business.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; and

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the state of Florida and in all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same or other character of business; and

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or

government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE V

PRINCIPAL OFFICE

This corporation shall have its principal office in the city of Fort Myers, Beach, county of Lee,

State of Florida. The mailing address for the corporation is 1207 Estero Boulevard, Fort Myers Beach,

Florida.

ARTICLE VI

REGISTERED AGENT AND OFFICE

The street address of the registered office of this corporation in the state of Florida is 1207 Estero Boulevard, County of Lee, State of Florida. The Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Andrea Carriere whose address is 1207 Estero Boulevard, Fort Myers Beach, Florida.

ARTICLE VII

DIRECTORS

This corporation shall have Two (2) directors, initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII

INCORPORATORS

The incorporators to these Articles of Incorporation are:

Andrea Carriere 1207 Estero Boulevard Fort Myers Beach, Florida 33931

Thomas Groves 1207 Estero Boulevard Fort Myers Beach, Florida 33931

ARTICLE IX

CORPORATE OFFICERS

The following-named persons shall hold the indicated offices of the corporation for the first year, from the date of incorporation or until their successors are elected and qualified:

President/Director

Andrea Carriere

Vice President/Secretary/Treasurer/Director

Thomas Groves

ARTICLE X

SHAREHOLDER'S PREEMPTIVE RIGHTS

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation.

STATE OF FLORIDA:

COUNTY OF LEE :

BEFORE ME, the undersigned authority, personally appeared ANDREA CARRIERE and THOMAS GROVES, who acknowledged before me that they executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of

Mecember, 1997.

My Commission Expires:

SUSAN T SZABO
MY COMMISSION # CC 692659
EXPIRES: November 30, 2001
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

ANDREA CARRIERE, having been named as the registered agent in the foregoing Articles of Incorporation of SILVER SANDS VILLAS, INC., to accept service of process for the corporation at 1207 Estero Boulevard, Fort Myers Beach, Florida, hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this $\underline{9}^{th}$ day of $\underline{\underline{}}$, 1997.

ANDREA CARRIERE

Registered Agent

Groves\ArtInc