

3125 W. New Haven Avenue, #200
West Melbourne, Florida 32904-3533

LAW OFFICES
J. SCOTT LANFORD
Professional Association

(407) 219-4362

P98000026963

March 17, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32309

000002431920--4
-02/16/98-01115--008
***122.50 ***122.50

RE: BLUE WATER LAND & DEVELOPMENT, INC.

Dear Sir or Madam:

I enclose an original and one copy of Articles of Incorporation for BLUE WATER LAND & DEVELOPMENT, INC. I have previously provided you with the filing fee in the amount of \$122.50. Please file the original Articles and return the copy to the undersigned.

Thank you.

Sincerely,

J. Scott Lanford, P.A.

JSL/pad

Enclosures - Original Articles of Incorporation
- Copy of Articles of Incorporation

cc: VERNON E. THOMAS, JR.
3501 S. Atlantic Ave.
Cocoa Beach, FL 32931

FILED
98 MAR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

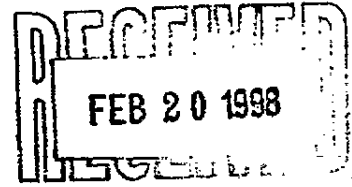
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T.A. - 3/24/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



February 18, 1998

J. SCOTT LANFORD, ESQ.
3125 W NEW HAVEN AVE, #200
WEST MELBOURNE, FL 32904-3553

SUBJECT: BLUE WATER DEVELOPMENT, INC.
Ref. Number: W98000003560

We have received your document for BLUE WATER DEVELOPMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 498A00009253

ARTICLES OF INCORPORATION
OF
BLUE WATER LAND & DEVELOPMENT, INC.

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

ARTICLE I
CORPORATE NAME

The name of this Corporation (hereinafter "CORPORATION") shall be:

BLUE WATER LAND & DEVELOPMENT, INC.

ARTICLE II
PURPOSE OF BUSINESS

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 2,500 shares of common stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The existence of this Corporation shall begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

466 Lanternback Island Dr. Satellite Beach, FL 32937

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this Corporation at that address shall be:

VERNON E. THOMAS, JR.

ARTICLE VI
BOARD OF DIRECTORS

The initial Board of Directors of CORPORATION shall consist of Two (2) members.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until his or her successor shall have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
VERNON E. THOMAS, JR.	466 Lanternback Island Dr. Satellite Beach, FL 32937
JOHN ADDINGTON	3170 N. Atlantic #113 Cocoa Beach, FL 32931

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator are as follows:

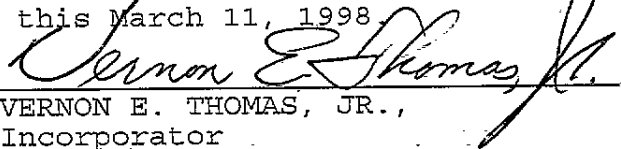
<u>Name</u>	<u>Street Address</u>
VERNON E. THOMAS, JR.	466 Lanternback Island Dr. Satellite Beach, FL 32937

ARTICLE IX
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation are:

466 Lanternback Island Dr. Satellite Beach, FL 32937

IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Melbourne, Florida, for the uses and purposes aforesaid, this March 11, 1998.


VERNON E. THOMAS, JR.,
Incorporator

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared VERNON E. THOMAS, JR. to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.

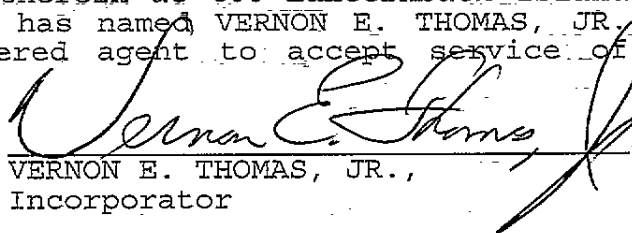
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this March 11, 1998.



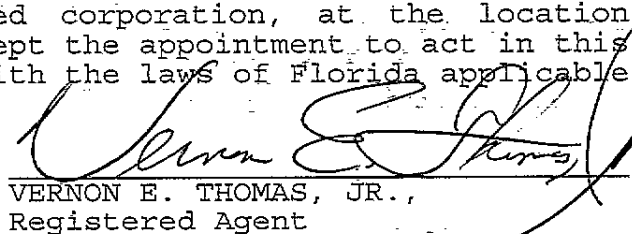
PATRICIA ANN DUNNIGAN
COMMISSION # CC 673988
EXPIRES AUG 21, 2001
BONDED THRU Atlantic Bonding Co., Inc.
Notary Public

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, BLUE WATER LAND & DEVELOPMENT, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 466 Lanternback Island Dr. Satellite Beach, FL 32937, has named VERNON E. THOMAS, JR. located thereat as its registered agent to accept service of process within this state.


VERNON E. THOMAS, JR.,
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


VERNON E. THOMAS, JR.,
Registered Agent

addl articles . 2

FILED
98 MAR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA