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JOHN W. KEARNS, P.A.

ATTORNEY

431 GERONA AVENUE

CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 662-6696

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November 4, 1998.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Articles of Incorporation of  
Conch Harbor Marina, Inc.

Dear Clerk:

Enclosed are the Articles of Incorporation for Conch Harbor Marina, Inc., along with a check made payable to the order of Secretary of State for \$70. Please return a copy to the undersigned in the enclosed self-addressed stamped envelope.

Sincerely,

*John W. Kearns*  
John W. Kearns

(AS)

JWK/as  
Enclosure  
cc: Robert W. Christoph

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -9 AM 9:19

B. BRONX NOV 10 1998

ARTICLES OF INCORPORATION  
OF  
CONCH HARBOR MARINA, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be:

CONCH HARBOR MARINA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the principal office of this corporation shall be:

CONCH HARBOR MARINA, INC.  
300 Alton Road, Suite 303  
Miami Beach, Florida 33139

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any of 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 IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE V. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation and the Registered Agent of the corporation is:

John W. Kearns, Esquire  
431 Gerona Avenue  
Coral Gables, Florida 33146

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INITIAL OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have one Director, initially. The name and address of the initial President and member of the Board of Directors is:

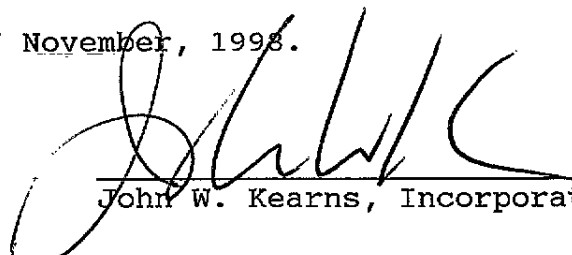
Robert W. Christoph  
President and Director  
300 Alton Road, Suite 303  
Miami Beach, FL 33139

ARTICLE VIII. INCORPORATOR

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

John W. Kearns  
431 Gerona Avenue  
Coral Gables, FL 33146

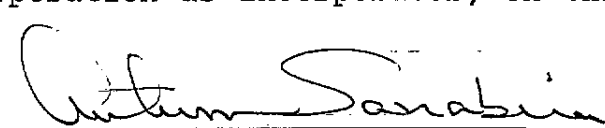
The undersigned has executed these Articles of Incorporation,  
on this 4<sup>th</sup> day of November, 1998.

  
John W. Kearns, Incorporator

STATE OF FLORIDA        )  
                                  ) ss  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared John  
W. Kearns, who is personally known to me, and who signed the above  
and foregoing Articles of Incorporation as Incorporator, on this  
4<sup>th</sup> day of November, 1998,

My Commission Expires:

  
Notary Public  
State of Florida

(SEAL)

OFFICIAL NOTARY SEAL  
AUTUMN SANABRIA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC44741  
MY COMMISSION EXP. MAY 17, 1999

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION  
OF CONCH HARBOR MARINA, INC.**

John W. Kearns, having a business office at 431 Gerona Avenue,  
Coral Gables, Florida 33146, and having been designated as the  
Registered Agent in the above and foregoing Articles, is familiar  
with and accepts the obligations of the position of Registered  
Agent under §607.0505, Florida Statutes.

By: 

John W. Kearns, Esq.  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS