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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

98 DEC 29 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Dock-Riverwalk Management, Inc.

7000002725097--9
-12/29/98--01064--039
*****70.00 *****70.00

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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P. Hall

DEC 29 1998

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32300

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Dock-Riverwalk Management, Inc.
(To Be Submitted in Duplicate)**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Law, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be Dock-Riverwalk Management, Inc.

ARTICLE TWO

The principal place of business and mailing address of the corporation is 801 12th Avenue South, Suite 300, Naples, Florida 34102.

ARTICLE THREE

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) of Class A Stock, No Par Value, and ten thousand (10,000) of Class B Stock, No Par Value.

ARTICLE FOUR

The address, including street and number, of the corporation's initial registered office in this state is 801 12th Avenue South, Suite 300, Naples, Florida 34102, and the name of its initial agent at such address is Vincent DePasquale.


ARTICLE FIVE

The name and address of the incorporator is as follows:

Vincent DePasquale
801 12th Avenue South, Suite 300, Naples, Florida 34102

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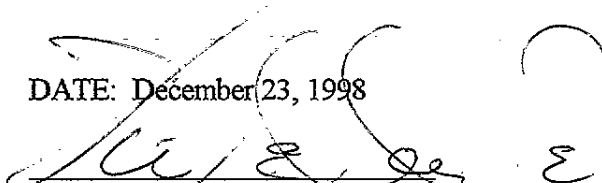
IN WITNESS WHEREOF, these Articles of Incorporation have been signed on December 23, 1998.


Vincent DePasquale

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above states 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.

DATE: December 23, 1998


Vincent DePasquale