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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 152978 81445B

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : March 2, 1999

ORDER TIME : 9:44 AM

ORDER NO. : 152978-005

100002791881--1

CUSTOMER NO: 81445B

CUSTOMER: Michael R. McKinley, Esq  
BATSEL MCKINLEY ITTERSAGEN  
BATSEL MCKINLEY ITTERSAGEN  
18401 Murdock Circle

Port Charlotte, FL 33948

DOMESTIC FILING

NAME: CAPE HAZE YACHT & BEACH CLUB  
REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -2 PM 2:24

RECEIVED  
99 MAR -2 AM 10:37  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

**CAPE HAZE YACHT & BEACH CLUB REALTY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR -2 PM 2: 24

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is **CAPE HAZE YACHT & BEACH CLUB REALTY, INC.**, a Florida corporation, and the principal office and place of business is located at 6950 Placida Road, Englewood, Florida, 34224.

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be 18401 Murdock Circle, Port Charlotte, Florida, 39948. The name of the initial registered agent at such address is Michael R. McKinley.

ARTICLE 6. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

Scott W. Albert

6950 Placida Road  
Englewood, Florida 34224

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporators of this corporation are:

Michael R. McKinley

18401 Murdock Circle  
Port Charlotte, Florida 33948

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 1st day of February, 1999.

Signed, sealed and delivered  
in the presence of:

Witness

Printed Name:

Kimberly A. Taylor

Michael R. McKinley

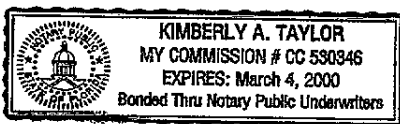
Witness

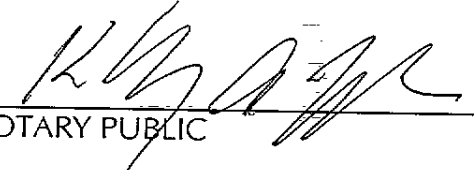
Printed Name:

MARY J. IMRE

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 1st day of March, 1999, by Michael R. McKinley, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



  
NOTARY PUBLIC

~~\_\_\_\_\_~~  
~~\_\_\_\_\_~~  
~~\_\_\_\_\_~~

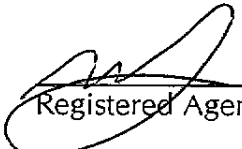
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CAPE HAZE YACHT & BEACH CLUB REALTY, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Port Charlotte, County of Charlotte, State of Florida, has designated Michael R. McKinley, whose street address is 18401 Murdock Circle, Port Charlotte, Florida 33948, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
\_\_\_\_\_  
Registered Agent

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