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SHANELL M. SCHUYLER

FILE NO. W99-__

April 29, 1999

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-05/04/99--01051--026
*****78.75 *****78.75

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: New filing - Harbour Enterprises, Inc.

EFFECTIVE DATE
4-30-99

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for certification, along with our office check number 4634 in the amount of \$78.75 to cover the cost of filing and certification of the Articles. If same meet with your approval, kindly file the Articles of Incorporation and return the certified copy in the enclosed self-addressed, stamped envelope.

If you have any questions or require further information, please do not hesitate to contact the undersigned at (800) 351-2021.

Thank you for your assistance with this matter.

Very truly yours,

Shanell M. Schuyler

Shanell M. Schuyler
FOR THE FIRM

FILED
99 MAY -3 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
5/5/99

SMS:aa

cc: Peter A. Kehoe

ARTICLES OF INCORPORATION
OF

HARBOUR DEVELOPMENT ENTERPRISES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

FILED
99 MAY -3 PM12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-30-99

ARTICLE I

The name of the corporation ("Corporation") is HARBOUR DEVELOPMENT ENTERPRISES, INC.

ARTICLE II

The existence of the corporation shall begin on April 30, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 2030 Harbortown Drive, Suite B, Fort Pierce, Florida 34946.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is WELCH & FINKEL, 2401 East Atlantic Boulevard, Suite 400, Pompano Beach, Florida 33062. The initial registered agent for the Corporation at that address is Shanell M. Schuyler, Esq.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Philip S. Steel	2030 Harbortown Drive, Suite B Fort Pierce, FL 34946
Peter A. Kehoe	2030 Harbortown Drive, Suite B Fort Pierce, FL 34946

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Peter A. Kehoe	2030 Harbortown Drive, Suite B Fort Pierce, FL 34946

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30th day of April, 1999.


PETER A. KEHOE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HARBOUR DEVELOPMENT ENTERPRISES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: SHANELL M. SCHUYLER

Date: 4/30/99