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December 13, 1999

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

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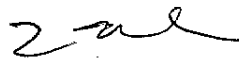
Re: Articles of Incorporation for Cedar Bay Marina, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for Cedar Bay Marina, Inc. Also enclosed is our check number 11427 in the amount of \$70.00 to cover the cost of filing.

Please provide us with a file stamped copy of the Articles. Thank you for your help in this matter.

Very truly yours,



Louis W. Cheffy
For the Firm

LWC/bma
Enclosures

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 DEC 15 AM 11:18

FILED

FAWPDOCS\RELWCA\NTCORP\SCEDARBAY\SECSTA.LTR

S. Thompson DEC 17 1999

ARTICLES OF INCORPORATION

OF

CEDAR BAY MARINA, INC.
a Florida corporation

FILED
99 DEC 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Cedar Bay Marina, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 365 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Jack J. Antaramian. The principal office of the Corporation is located at 365 Fifth Avenue South, Suite 201, Naples, Florida 34102.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

Jack J. Antaramian
365 Fifth Avenue South, Suite 201
Naples, Florida 34102

ARTICLE V

The name and address of the incorporator is:

Jack J. Antaramian
365 Fifth Avenue South, Suite 201
Naples, Florida 34102

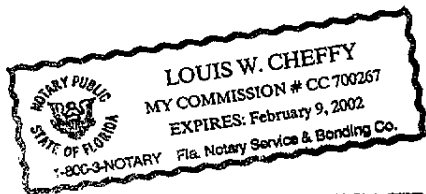
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 10 day of December, 1999.

INCORPORATOR:

Jack J. Antaramian
Jack J. Antaramian

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 10 day of December, 1999, by Jack J. Antaramian, as Incorporator of Cedar Bay Marina, Inc., on behalf of said corporation. He is personally known to me.



NOTARY PUBLIC

Name: _____
(Type or Print)

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Cedar Bay Marina, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 365 Fifth Avenue South, Suite 201, Naples, Florida 34102, has named Jack J. Antaramian, 365 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

Cedar Bay Marina, Inc., a Florida corporation

Date: December ¹⁰9, 1999

By: Jack J. Antaramian

Jack J. Antaramian, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: December ¹⁰9, 1999

Jack J. Antaramian
Jack J. Antaramian