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PETER Z. KAMENESH

Attorney At Law
Bayview Plaza
3225 Aviation Avenue
Seventh Floor

Coconut Grove, Florida 33133

Telephone (305) 854-6666

Facsimile (305) 285-3206

FILED
00 SEP 15 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 14, 2000
(Via Federal Express Overnight Delivery)

600003395056--3
-09/15/00--01076--008
*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Cypress Gardens of Fort Myers, Inc.

Gentleperson(s):

Enclosed please find Articles of Incorporation for Cypress Gardens of Fort Myers, Inc., and our check in the sum of \$78.75 representing your filing fees..

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed stamped, self-addressed envelope which has been enclosed for your convenience.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,


Peter Z. Kamenesh

mh
Enclosures



FILED
00 SEP 15 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Cypress Gardens of Fort Myers, Inc.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation is **Cypress Gardens of Fort Myers, Inc.**

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial Incorporator and Subscriber hereto is as follows:

Peter Z. Kamenesh

The principal address and the registered office address of the Corporation is:

3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133

ARTICLE VII

INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows: Patrick J. Riley and Peter Z. Kamenesh .

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Treasurer, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

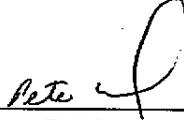
The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Peter Z. Kamenesh, Esquire, 3225 Aviation Ave., 7th Floor, Coconut Grove, Florida 33133

FILED
00 SEP 15 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IX
OFFICERS**

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows: Patrick J. Riley, President and Treasurer.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 4 day of September, 2000.



Peter Z. Kamenesh, Subscriber

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE }

SS:

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Peter Z. Kamenesh, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of September, 2000.



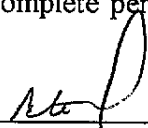
NOTARY PUBLIC STATE OF FLORIDA
Printed Name: _____

Commission Expiration Stamp, Seal or Date:

ACCEPTANCE OF REGISTERED AGENT

 M C San Marty
My Commission CC939797
Expires May 25, 2004

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.



Peter Z. Kamenesh, Registered Agent

DATED: _____

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PETER Z. KAMENESH

Attorney At Law

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Seventh Floor

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Sincerely yours,



Peter Z. Kamenesh

mh

Enclosures

Handwritten initials/signature
09-18

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OF
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VOTING RIGHTS**

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The name and address of the initial Incorporator and Subscriber hereto is as follows:

Peter Z. Kamenesh

The principal address and the registered office address of the Corporation is:

3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133

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ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Peter Z. Kamenesh, Esquire, 3225 Aviation Ave., 7th Floor, Coconut Grove, Florida 33133

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TALLAHASSEE, FLORIDA

**ARTICLE IX
OFFICERS**

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IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 7 day of September, 2000.

Pete K
Peter Z. Kamenesh, Subscriber

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE }

SS:

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Peter Z. Kamenesh, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of September, 2000.

M C San Marty
NOTARY PUBLIC STATE OF FLORIDA
Printed Name: _____

Commission Expiration Stamp, Seal or Date:

ACCEPTANCE OF REGISTERED AGENT

 M C San Marty
My Commission CC939797
Expires May 25, 2004

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

Pete K
Peter Z. Kamenesh, Registered Agent

DATED: _____