

678803



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 5, 1997

Stuart D. Marr
Marina Del Mar
P.O. Box 1050
Key Largo, FL 33037

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-01/05/98-01050-018
*****35.00 *****35.00

SUBJECT: MARR RESORT PROPERTIES, INC.
Ref. Number: 678803

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 PM 1:40

We have received your document for MARR RESORT PROPERTIES, INC. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested,
please add an additional \$52.50.

Please remove the word "initial" from article FOURTH as the agent being
designated in your document is a newly designated agent and not the initial
agent.

The document must contain written acceptance by the registered agent, (i.e. "I
hereby am familiar with and accept the duties and responsibilities as registered
agent for said corporation/limited liability company"); and the registered agent's
signature.

If you have any questions concerning this matter, please either respond in writing
or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 897A00057531

FILING 35
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

CORAPAMNRS : Amended & Restated

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF MARR RESORT PROPERTIES, INC.**

FIRST: The name of the Corporation is MARR RESORT PROPERTIES, INC., originally incorporated under the name of PORT LARGO YACHT CLUB, INC., whose Articles of Incorporation were originally filed with the Secretary of State in Tallahassee on July 17, 1980 and amended on August 26, 1985 as filed with the Secretary of State on September 3, 1985.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the provisions of Chapter 607, Florida Statutes.

THIRD: This Corporation is authorized to issue 10,000 shares of common stock, no par value.

FOURTH: The street address of the ~~initial~~ Registered Office is 527 Caribbean Drive, Key Largo, Florida 33037 and the name of the ~~initial~~ Registered Agent of this Corporation at the address is Scott Marr.

FIFTH: The duration of this Corporation is perpetual.

SIXTH: The street address of the principal office of this Corporation is 527 Caribbean Drive, Key Largo, Florida 33037.

SEVENTH: This Corporation shall have one (1) Director initially and the number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1).

EIGHTH: These restated Articles of Incorporation were duly adopted by the directors and shareholders of the corporation on January 1, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these restated Articles of Amendment this 1st day of January, 1997.


STUART D. MARR, PRESIDENT


SCOTT A. MARR, SECRETARY

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
MARR RESORT PROPERTIES, INC.**

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**To: Department of State
Tallahassee, Florida 32314**

Pursuant to the provisions of FS § 607.1007, the undersigned corporation, originally incorporated under the name of Port Largo Yacht Club, Inc. on July 18, 1980, pursuant to an action taken by unanimous written consent of shareholders, adopts the restated and amended articles of incorporation attached as Exhibit A hereto.

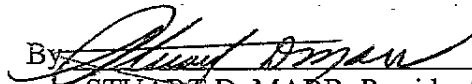
The restated articles of incorporation primarily restate and integrate the provisions of the corporation's articles of incorporation as previously amended, and also contain certain amendments, specifically designated as item "Third" which were adopted pursuant to the Florida Statutes. There is no discrepancy between the corporation's articles of incorporation as previously amended and the provisions of the restated articles of incorporation other than the third item increasing the number of shares the corporation is authorized to issue and the omission of matters of historical interest only.

The Amended and Restated Articles of Incorporation were adopted by a sufficient number of votes of the shareholders for approval.

Dated: _____

11/1/97

MARR RESORT PROPERTIES, INC.

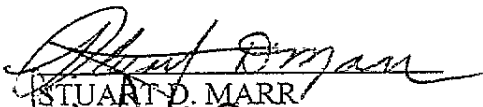

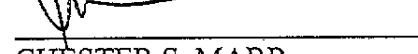
By 
STUART D. MARR, President

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ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS


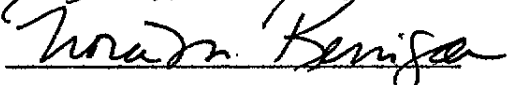
THE UNDERSIGNED, being all of the shareholders of MARR RESORT PROPERTIES, INC., a Florida corporation (the "Corporation"), by their signatures hereto pursuant to Florida Statutes § 607.0704, being collectively the holders of not less than 100% of the outstanding shares entitled to vote with respect to the subject matter, and each entitled to vote the number of shares set forth opposite his name below, authorizes the following action taken without a meeting of shareholders, adopts this WRITTEN ACTION in lieu of a formal special meeting, waives all notice of such special meeting, and consents to approve and ratify the following corporate act: BE IT RESOLVED, that the By-Laws of the Corporation are amended as presented on Exhibit A attached hereto.

This authorization shall be filed with the secretary of the Corporation.

Signature of Shareholder	Number of Shares	Date
 STUART D. MARR	450	1/1/97
 SCOTT A. MARR	425	1/1/97
 CHESTER S. MARR	350	1/1/97

ACCEPTANCE OF RESPONSIBILITIES AS REGISTERED AGENT

I, **Scott A. Marr, 527 Caribbean Drive, P.O. Box 1050, Key Largo, Florida,
33037**, am familiar with and accept the duties as registered agent for the Florida
Corporation **Marr Resort Properties, Inc.**



Scott A. Marr, Registered Agent