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NO200004359

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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-06/07/02--01053--007
*****78.75 *****78.75

Re: Upper Keys Tennis Association, Inc.

Dear Sir or Madam:

Enclosed please find two original Articles of Incorporation for the above referenced corporation, together with a check in the sum of \$78.75 to cover the cost of recording.

Please return a conformed copy to the letterhead address above.

Very truly yours,

Debbie Boyce

Debbie Boyce, Secretary to
James S. Lupino

DB:db
Enclosures

[Handwritten signature]

FILED
02 JUN -7 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
UPPER KEYS TENNIS ASSOCIATION, INC.

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ARTICLE I

We, the undersigned subscribers and directors, all natural persons competent to contract, hereby associate ourselves together for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE II

The name of this corporation shall be **UPPER KEYS TENNIS ASSOCIATION, INC.**

ARTICLE III

This corporation shall exist perpetually.

ARTICLE IV

This corporation is organized for the purpose of promoting youth tennis and to enhance the public tennis facility in the Upper Keys, Monroe County, Florida.

ARTICLE V

The qualifications for members and shareholders will be stated and regulated by the by-laws of this corporation.

ARTICLE VI

The street address of the initial business office of this corporation is 600 Island Drive, Key Largo, Monroe County, Florida 33037 and the name of the initial registered agent of this corporation is **BOB SASSANO**, located at 600 Island Drive, Key Largo, Florida 33037.

ARTICLE VII

This corporation shall have three (3) voting directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than three. Directors are elected and vacancies filled pursuant to and in accordance with the by-laws. The names and addresses of the initial directors of this corporation are:

Bob Sassano - 600 Island Drive, Key Largo, Florida 33037

Richard Kline - 34 Eagle Drive, Key Largo, Florida 33037

Laura O'Connor - 3 Ocean Road, Key Largo, Florida 33037

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE X

The name and address of the person signing these articles is:

Bob Sassano - 600 Island Drive, Key Largo, Florida 33037

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

DATED this 3 day of June, 2002.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation have executed these Articles of Incorporation.

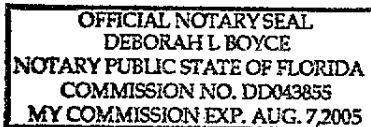
Bob Sassano
BOB SASSANO

STATE OF FLORIDA
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared, BOB SASSANO, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following form of identification of the above-named person: drivers license.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of June, 2002

Deborah L. Boyce
Notary Public
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 617, Florida Statutes, the following is submitted:

First - that **UPPER KEYS TENNIS ASSOCIATION, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 600 Island Drive, Key Largo, Monroe County, State of Florida 33037, has named **BOB SASSANO**, located at 600 Island Drive, City of Key Largo, State of Florida 33037, as its agent to accept service of process within Florida.

SIGNATURE Bob Sassano
(corporate officer)

TITLE President

DATE 6-30-02

Having been named to accept service of process for this 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.

SIGNATURE Bob Sassano

DATE 6-30-02

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TALLAHASSEE FLORIDA