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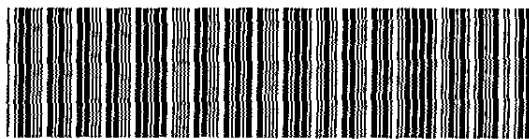
(Business Entity Name)

(Document Number)

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LAW OFFICES OF
**GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL, LL.M.

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE: (772) 231-1100
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TROY B. HAFNER, LL.M.**
CLINT S. MALONE
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T. GREG REYMAN, II, LL.M.

OF COUNSEL
SAMUEL A. BLOCK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

March 15, 2004

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: OBA Retail Associates, Inc.
OBA Hotel & Restaurant Associates, Inc.
OBA Professional & Service Associates, Inc.

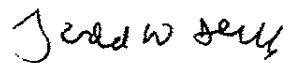
Ladies and Gentlemen:

Enclosed please find the following documents in connection with the above referenced corporations:

1. Original and one copy of the Articles for OBA Retail Associates, Inc., a Florida Not-For Profit corporation.
2. Original and one copy of the Articles for OBA Hotel & Restaurant Associates, Inc., a Florida Not-For Profit corporation.
3. Original and one copy of the Articles for OBA Professional & Service Associates, Inc., a Florida Not-For Profit corporation.
4. This firm's check in the amount of \$236.25 representing the filing fees of \$78.75 for each entity.

Please return the filed copies of the Articles of Incorporation for each entity to me as soon as possible. Of course, if you have any questions or require additional information, please contact me.

Sincerely,



Todd W. Fennell

TWF:ac
enclosures

**ARTICLES OF INCORPORATION
OF
OBA RETAIL ASSOCIATES, INC.**

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

ARTICLE I - NAME

The name of this corporation shall be:

OBA RETAIL ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE

The place of business of this Corporation shall be:

979 Beachland Boulevard
Vero Beach, FL 32963

The mailing address of this Corporation shall be:

Post Office Box 3745
Vero Beach, FL 32964

ARTICLE III - EXEMPT STATUS

This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV - MEMBERSHIP

Membership in this Corporation shall be in accordance with and governed by the bylaws of the Corporation.

ARTICLE V - PURPOSES

The purpose of this Corporation is to:

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- (1) Encourage, foster and stimulate commerce, trade and business;
- (2) Obtain and distribute reliable information as to the reputation and standing of business matters and merchants;
- (3) Stimulate, encourage and promote cooperation and friendly exchange among the members;
- (4) Acquaint and inform the public as to the members' businesses and provide information, sponsor events, promote beautification projects and advertise and take such further action as will foster, encourage and stimulate these purposes.

To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Florida Not-for-Profit Corporation Act.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be elected and appointed as stated in the Bylaws. The name and street address of each initial director is:

Name and Address

Director/Officer

Marc Bauer
3244 Ocean Drive
Vero Beach, FL 32963

Director and President

Robert Anderson
340 E. Waverly Place
Vero Beach, FL 32960

Director and Vice President

Patrick Jordan
1801 U.S. Highway 1
Vero Beach, FL 32960

Director and Vice President

Name and Address

Director/Officer

Sharon MacBride
571 Beachland Boulevard
Vero Beach, FL 32963

Director and Secretary

Richard Cahoy
3300 Ocean Drive
Vero Beach, FL 32963

Director and Treasurer

Richard Bireley
3328 Ocean Drive
Vero Beach, FL 32963

Director

ARTICLE VII - DISTRIBUTION UPON DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by a majority of the Board of Directors.

ARTICLE VIII - INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IX - PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE X - REGISTERED AGENT

The initial registered office of this Corporation shall be located at 979 Beachland Boulevard, Vero Beach, Florida 32963, and the initial registered agent of this Corporation at such office shall be **TODD W. FENNELL**. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Todd W. Fennell

Address

979 Beachland Blvd.
Vero Beach, FL 32963

ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, this certificate has been signed by the Incorporator, this 15th day of March, 2004.



TODD W. FENNELL, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TODD W. FENNELL, well known to me, or who has produced a drivers license for identification, to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of March, 2004.



Laurel K. Kaage
Notary Public. State of Florida. My
commission expires:

OBA RETAIL ASSOCIATES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TODD W. FENNELL**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

DATED this 15th day of March, 2004.



TODD W. FENNELL