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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FRANKLIN D. GREENMAN, P.A.
Account Number : 071005000567
Phone : (305) 743-2351
Fax Number : (305) 743-6523

FLORIDA PROFIT/NON PROFIT CORPORATION

Starfish Cay Condominium Association, Inc.

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ARTICLES OF INCORPORATION
OF
STARFISH CAY CONDOMINIUM ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is STARFISH CAY CONDOMINIUM ASSOCIATION, INC. and its principal place of business shall be 118 Shore Lane, Sugarloaf Key, Florida 33042

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of the corporation is to negotiate for, acquire, and operate residential condominium on behalf of the condominium unit owners; and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Exhibit 'E' - Articles of Incorporation of Association

Prepared by and Return to:
Franklin D. Greenman, Esq.
5800 Overseas Highway, Suite 40
Marathon, FL 33050
(305) 743-2351; FL Bar #290815

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Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, or public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The qualifications for members and the manner of their admissions shall be regulated the Condominium Act, the Declaration of Condominium, and the by-laws.

ARTICLE VI

The initial street address in the state of Florida of the initial registered office of the Corporation is 5800 Overseas Highway, Suite 40, Marathon, Florida 33050, and the name of the initial registered agent at such address is Franklin D. Greenman, P.A.

ARTICLE VII

The territory in which the operations of the Corporation are principally to be conducted is the Monroe County, Florida, and within the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VIII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Miles Wright
17345 KEYSTONE RD
Sugarloaf Key, FL 33042

Mike Langston
17345 KEYSTONE RD
Sugarloaf Key, FL 33042

The qualifications for future directors and the manner of their admissions shall be regulated by the by-laws.

Prepared by and Return to:
Franklin D. Greenman, Esq.
5800 Overseas Highway, Suite 40
Marathon, FL 33050
(305)743-2351; FL Bar #290815

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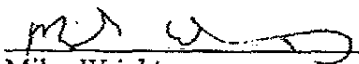
ARTICLE X

The names and addresses of the initial incorporators are as follows:

Miles Wright
17345 KEYSTONE RD
Sugarloaf Key, FL 33042

Mike Langston
17345 KEYSTONE RD
Sugarloaf Key, FL 33042

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Marathon, Monroe County, Florida, on this 7 day of September, 2006.



Miles Wright


Mike Langston

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 7 day of Sept., 2006 by Miles Wright and Mike Langston, who have produced personally known as identification and who (did)(did not) take an oath.




Notary Public, State of Florida
Printed Notary Signature: Kara L. Fernandez
My Commission Expires: 3/7/09

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS IN THIS STATE

The following is submitted in compliance with law.

STARFISH CAY CONDOMINIUM ASSOCIATION, INC., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 5800 Overseas Highway, Marathon, Florida 33050, hereby designates Franklin D. Greenman, P.A., as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during

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Franklin D. Greenman, Esq.
5800 Overseas Highway, Suite 40
Marathon, FL 33050
(305)743-2351; FL Bar #290815

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prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

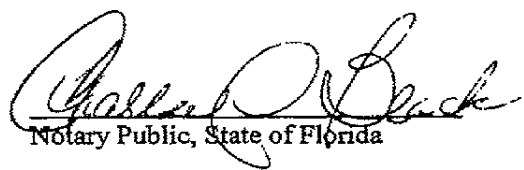
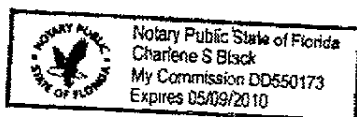

Franklin D. Greenman

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, this day personally appeared Franklin D. Greenman, who is personally known to me and after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of October, 2006.

My Commission Expires:


Notary Public, State of Florida

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