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96000006529

December 4, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

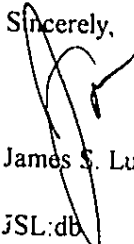
Re: Articles of Incorporation
Key Largo Economic Development Council, Inc.

800002034338--2
-12/19/96--01110--015
+++122.50 +++122.50

Dear Sir or Madam:

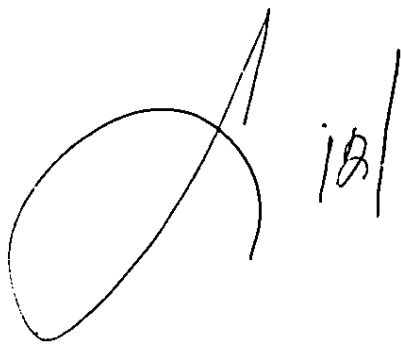
Enclosed please find the original Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$122.50 to cover the cost of filing same. Please return a conformed copy of the Articles to our office at the above letterhead address.

Sincerely,



James S. Lupino

JSL:db
Enclosures



96 DEC 19 FILED
TALLAHASSEE, FLORIDA

FILED
96 DEC 19 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KEY LARGO ECONOMIC DEVELOPMENT COUNCIL, INC.

ARTICLE I

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

ARTICLE II

The name of this corporation shall be **KEY LARGO ECONOMIC DEVELOPMENT COUNCIL, INC.**

ARTICLE III

This corporation shall exist perpetually.

ARTICLE IV

This corporation is organized for the purpose of improving the economy, environment and quality of life of Key Largo residents.

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 Key Largo Chamber of Commerce, 106000 Overseas Highway, Key Largo, Monroe County, Florida 33037, and the name of the initial registered agent of this corporation is Allison DeFoor, who is located at 90130 Old Highway, Tavernier, Florida 33070

ARTICLE VII

This corporation shall have eleven (11) 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 name and address of the initial directors of this corporation are:

Jenny Bell-Thompson - 88770 Overseas Hwy, Plantation Key, Florida 33070
Jim Boilini - 99696 Overseas Hwy, Key Largo, Florida 33037
Allison DeFoor - 90130 Old Hwy, Tavernier, Florida 33070
Dick Drake - 209 Sanctuary Dr., Key Largo, Florida 33037
Joe Harris - 97802 Overseas Hwy., Key Largo, Florida 33037
Joy Martin - P.O. Box 768, Key Largo, Florida 33037
Scott Marr - P.O. Box 1050, Key Largo, Florida 33037
David Ritz - 100 Anchor Dr., #505, Key Largo, Florida 33037
Jim Rubino - P.O. Box 1197, Tavernier, Florida 33070
Charles Russell - P.O. Box 377, Tavernier, Florida 33070
Nora Williams - P.O. Box 527, 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 names and addresses of the persons signing these articles are:

Scott Marr - P.O. Box 1050, Key Largo, Florida 33037
Dick Drake - 209 Sanctuary Dr., Key Largo, Florida 33037
Nora Williams - P.O. Box 527, 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 27th day of November, 1996.

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

[Signature]
SCOTT MARR
[Signature]
DICK DRAKE
[Signature]
NORA WILLIAMS

STATE OF FLORIDA
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared, **SCOTT MARR, DICK DRAKE and NORA WILLIAMS**, to me well known to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mention and set forth. I relied upon the following form of identification of the above-named persons: personally known to me.

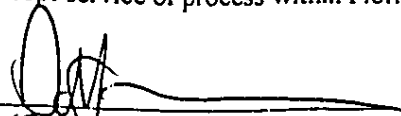
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of November, 1996.

[Signature]
NOTARY PUBLIC
Print Name FAYE M BAILEY
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.

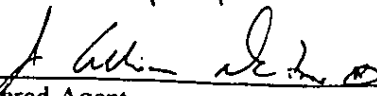
In compliance with Section 617, Florida Statutes, the following is submitted:

First - that **KEY LARGO ECONOMIC DEVELOPMENT COUNCIL, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Key Largo Chamber of Commerce, 106000 Overseas Highway, Key Largo, Monroe County, State of Florida 33037, has named Allison DeFoor, located at 90130 Old Highway, City of Tavernier, State of Florida 33070, as its agent to accept service of process within Florida.

SIGNATURE 
(Corporation Officer)

TITLE President

DATE 11/21/96


Registered Agent

Dated 12/3/96

96 DEC 19 PM 4:25
FRI 12/19/96
OFFICE OF THE CLERK
STATE OF FLORIDA