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ACCOUNT NO.: 072100000032

REFERENCE: 604971 7176673

AUTHORIZATION :

D. Tain Ma

ORDER DATE: February 28, 2000

ORDER TIME : 2:12 PM

ORDER NO. : 604971-005

CUSTOMER NO: 7176673

CUSTOMER: Ms. Lisa Valley

HERSHOFF, LUPINO & MULICK, HERSHOFF, LUPINO & MULICK,

90130 Old Highway

Tavernier, FL 33070

DOMESTIC FILING

NAME:

R.N. THOMPSON GOLF FLORIDA,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

OO FEB 25 PH 4: 38

SECRETARY OF STATE STATE OF CORPORATIONS

FILED SECRETARY OF STATE SIVES ON OF CORPORATIONS

00 FEB 29 PM 4: 47

ARTICLES OF INCORPORATION

OF

R.N. THOMPSON GOLF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ___

R.N. THOMPSON GOLF FLORIDA, INC.

The address of the principal office of this corporation shall be Keys Gate Golf Club, 2300 Palm Drive, Homestead, Florida 33035, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office
of the corporation shall be 1201 Hays Street, Tallahassee,
Florida 32301, and the name of the initial registered agent
of the corporation at that address is Corporation Service
Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Robert Thompson Keys Gate Golf Club
Pres./Sec./Treas./Dir. 2300 Palm Drive
Homestead, Florida 33035

ARTICLE VII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

FILED SECRETARY OF STATE CIVISION OF CORPORATIONS

00 FEB 29 PM 4: 47

IN WITNESS WHEREOF, the undersigned agent of

Corporation Service Company, has hereunto set their hand

and seal of Corporation Service Company, on February 29, 2000:

CORPORATION SERVICE COMPANY

By: XOWA . Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Jawa . Dunlap

Its Agent, Laura R. Dunlap

AKC/ebc

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