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Osborne & Osborne
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW
798 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432-6114

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BOCA RATON, FLORIDA 33429-9974

TELEPHONE: 561/395-1000
FAX: 561/368-6930

February 28, 2000

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Our File No: 00-22494
Incorporation of Marathon Resort & Snorkel, Inc.

Gentlemen:

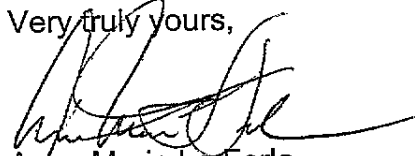
Enclosed please find two (2) originally signed Articles of Incorporation of Marathon Resort & Snorkel, Inc., together with a check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars, representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy of Filing	\$ 8.75

Please forward a copy of the filed Articles of Incorporation to my attention. A self-addressed envelope is enclosed for your convenience.

Please do not hesitate to contact me at (561) 395-1000 should you have any questions regarding the enclosed documents.

Very truly yours,


Anne Marie La Ferla
Legal Assistant

Enclosures

H:\LIBRARY\00\22494\cor\FileAOI.022800.wpd

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-02/29/00-01082-004
*****18.75 *****18.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 28 AM 7:46

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ARTICLES OF INCORPORATION
OF
MARATHON RESORT & SNORKEL, INC.

ARTICLE 1

NAME

The name of this Corporation is MARATHON RESORT & SNORKEL, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 6307 Wax Myrtle Circle,
Tamarac, Florida 33319.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 6307 Wax Myrtle Circle, Tamarac, Florida
33319.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the
United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Ten
Thousand (10,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share,
which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to
receive the net assets of this Corporation upon dissolution.

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00 FEB 28 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is be 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Linda O. MacLaren.

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Linda O. MacLaren, 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432.

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator, for the purposes of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of February, 2000.


Linda O. MacLaren, Incorporator

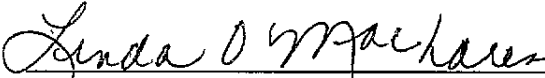
CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
MARATHON RESORT & SNORKEL, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Marathon Resort & Snorkel, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Linda O. MacLaren, located at 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the 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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


Linda O. MacLaren

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 28 AM 7:46

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