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ATTORNEYS AND COUNSELORS AT LAW

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James L. Chase

March 2, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Blue Lagoon Resorts of Key West, Inc.

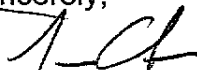
Dear Sir:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for the above-captioned corporation to be filed with your office. Also enclosed is our check in the amount of \$70.00 which includes a \$35.00 filing fee and the \$35.00 fee for the designation of registered agent.

After filing the Articles of Incorporation, please return a letter of acknowledgement and the copy of the Articles of Incorporation with the filing date stamped thereon.

If you have any questions, please do not hesitate to contact me.

Sincerely,



JAMES L. CHASE

JLC/tbc

Enclosure

cc: Client (w/encl.)

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-03/08/00-01070-003

*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR - 8 PM 3:06

FILED

F. CHASE

MAR 1 4 2000

ARTICLES OF INCORPORATION
OF
BLUE LAGOON RESORTS OF KEY WEST, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be **Blue Lagoon Resorts of Key West, Inc.**

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having no par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are as follows:

PRINCIPAL OFFICE AND MAILING ADDRESS

101 East Government Street
Pensacola, Florida 32501

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

101 East Government Street
Pensacola, Florida 32501

The name of the initial registered agent of this Corporation at that address shall be:

James L. Chase

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

James L. Chase
101 East Government Street
Pensacola, Florida 32501

ARTICLE IX

SPECIAL PROVISIONS

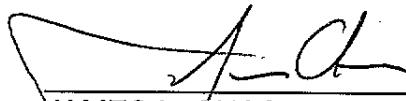
The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 6th day of March, 2000.

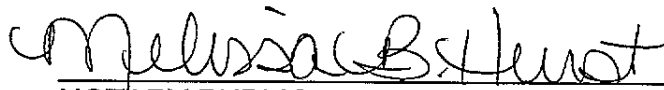


JAMES L. CHASE, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed before me on this 6th day of March, 2000, by James L. Chase, who personally appeared before me.



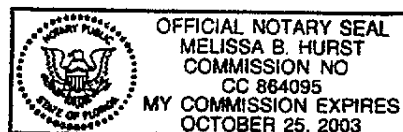
NOTARY PUBLIC

Melissa B. Hurst
(typed or printed name)

My Commission Expires: 10/25/03

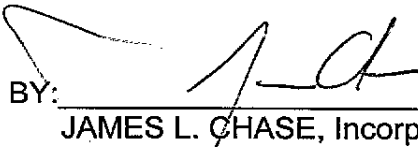
My Commission No.: 81CC804095

[XX] Personally known



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
OF
BLUE LAGOON RESORTS OF KEY WEST, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, **Blue Lagoon Resorts of Key West, Inc.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 101 East Government Street, Pensacola, Florida, has named James L. Chase located thereat as its registered agent to accept service of process within this state.

BY: 
JAMES L. CHASE, Incorporator

00 MAR - 8 PM 3:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY: 
JAMES L. CHASE, Resident Agent