

**Electronic Articles of Incorporation
For**

**P03000060459
FILED
June 02, 2003
Sec. Of State**

KEYS RESORTS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

KEYS RESORTS, INC.

Article II

The principal place of business address:

58070 OVERSEAS HIGHWAY
MARATHON, FL. US 33050

The mailing address of the corporation is:

58070 OVERSEAS HIGHWAY
MARATHON, FL. US 33050

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

THOMAS D WRIGHT
9711 OVERSEAS HIGHWAY
MARATHON, FL. 33050

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: THOMAS D. WRIGHT

Article VI

The name and address of the incorporator is:

ROBERT MOIR
58070 OVERSEAS HIGHWAY
MARATHON, FL 33050

Incorporator Signature: ROBERT MOIR

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ROBERT MOIR
58070 OVERSEAS HIGHWAY
MARATHON, FL. 33050 US

Title: S
AUDREY MOIR
58070 OVERSEAS HIGHWAY
MARATHON, FL. 33050 US

Title: VP,T
ROBERT MOIR IV
58070 OVERSEAS HIGHWAY
MARATHON, FL. 33050 US

Article VIII

The effective date for this corporation shall be:

06/02/2003