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Fax Number : (850)205-0381

From:

Account Name : LITTMAN, SHERLOCK & HEIMS, INC.
Account Number : I19980000097
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FLORIDA PROFIT CORPORATION OR P.A.

KeyZ Association Management, Inc.

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Prepared by: Virginia P. Sherlock, Esq.
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Stuart, FL 34995
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Articles of Incorporation of
Key² Association Management, Inc.

ARTICLE I. NAME

The name of this Corporation is Key² Association Management, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "common shares".

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 618 East Ocean Boulevard, Stuart, Florida 34994, and the name of the initial registered agent of this corporation is Virginia P. Sherlock, and her address is 618 East Ocean Boulevard, Stuart, Florida 34994. (The principal address and the registered office address are the same.)

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ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one (1) members and never more than five (5) members. The names and addresses of the initial director(s) of this corporation are as follows:

Evelyn L. Key
3723 SW Sunset Trace Circle
Palm City, FL 34990

Matthew David Key
1101 SW Elm Grove Court
Palm City, FL 34990

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are:

Evelyn L. Key
3723 SW Sunset Trace Circle
Palm City, FL 34990

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of March, 2005.

/s/ Evelyn L. Key (SEAL)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Key² Association Management, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named Virginia P. Sherlock, located at 618 East Ocean Boulevard, Stuart, Florida 34994, as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT
(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

/s/ Virginia P. Sherlock
As Registered Agent

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