

P95000057942

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
JUL 27 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT; NORTH LONG CAYE CORPORATION, LTD

Enclosed is an original and one [1] copy of the articles of incorporation and a check for \$78.74 [filing fee and certificate].

FROM; Terrence R. Huston
11535 Sundance Lane
Boca Raton, Florida 33428
(407) 338 5540

400001550204
-09/01/95--01040--002
*****78.75 *****78.75

Terrence GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. name
DATE 7-27
DOC. EXAM Stala

SHARON L. TALA JUL 27 1995

W-14377
795A-34224



FLORIDA DEPARTMENT OF STATE

July 18, 1995

Sandra B. Mortham
Secretary of State

TERRENCE R. HUSTON
11535 SUNDANCE LANE
BOCA RATON, FL 33428

SUBJECT: NORTH LONG CAYE CORPORATION, LTD.
Ref. Number: W95000014377

We have received your document for NORTH LONG CAYE CORPORATION, LTD. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

LTD. CAN'T BE USED AS A CORPORATE SUFFIX FOR A CORPORATE NAME. PLEASE SPELL OUT LTD.(LIMITED) OR REMOVE IT ALL TOGETHER.

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 795A00034226

ARTICLE OF INCORPORATION
OF
NORTH LONG CAYE CORPORATION

FILED
95 JUL 27 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the this Corporation is
NORTH LONG CAYE CORPORATION

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically as a resort/hotel developer..

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 100,000 shares with no par value. The consideration to be paid for each shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Five Thousand Five Hundred Dollars (\$5,500).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is: 11535 Sundance Lane, Boca Raton, Florida 33428. The name of the initial registered agent is Terrence R. Huston.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The name and street address of the initial directors of this Corporation are:

TERRENCE R. HUSTON	11535 Sundance Lane Boca Raton, Florida 33428
SHERMAN KENDIS	107 DeWitt Circle Daphne, Alabama 36526

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name persons to fill vacancies on the Board of Directors which also occurs between annual meetings. The number of directors of this Corporation shall be not less than two (2).

ARTICLE IX

The name and street address of the subscriber to these Article of Incorporation, together with the number of shares of stock and value of considerationtherefore is as follows:

SHAREHOLDER	SHARES	CONTRIBUTION
Atlantic Renaissance Corporation 11535 Sundance Lane Boca Raton, Florida 33428	5,500	\$5,500

ARTICLE X

The date when corporate existence shall commence shall be upon the filing of these Article of Incorporation by the Department of State, State of Florida.

ARTICLE XI

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as "Section 1244 Stock", as such term is used and defined in the Internal Revenue code of 1986 and the Regulations issued thereunder.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.

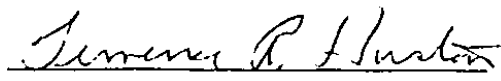
ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor or any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

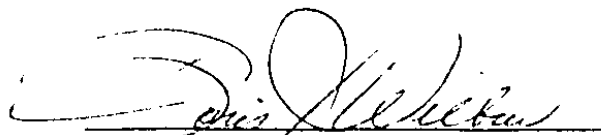
IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation, this 13 day of July, 1995.


TERRENCE R. HUSTON
Chairman of the Board

STATE OF FLORIDA }
 }
COUNTY OF PALM BEACH }

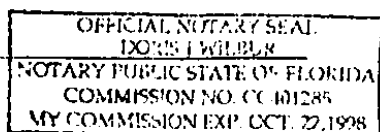
BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared TERENCE R. HUSTON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of July, 1995.



NOTARY PUBLIC
State of Florida at Large

My commission expires;



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida statutes, the following is submitted:

First - That NORTH LONG CAYE CORPORATION desiring to organize or
qualify under the laws of the State of Florida with its principal place of business at City of Boca
Raton, State of Florida, has named TERRENCE R. HUSTON, located at:

11535 Sundance Lane

Boca Raton, Florida 33428

as its agent to accept service of process within Florida.

Signature;

Terrence R. Huston

Title;

Terrence R. Huston

Date;

July 13, 1995

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.

Signature;

Terrence R. Huston

Date;

July 13, 1995

FILED
95 JUL 27 AM 8:01
CLERK OF DISTRICT COURT
STATE OF FLORIDA