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Neta L. Seiber, P.A.

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NETA L. SEIBER, ESQ.
CAROLINE J. TESCHE, ESQ.

July 1, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
JUL - 5 PM
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-07/05/96-01033-016
***122.50 ***122.50

RE: TROPIC LEISURE RECREATION DEVELOPMENT, INC.

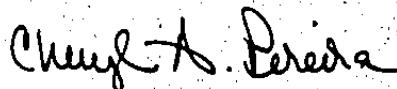
Dear Sirs:

Enclosed please find the Articles of Incorporation for the above referenced new corporation and our check in the amount of \$122.50 representing the required filing fee for same.

Also enclosed is a copy of the Articles for conforming and returning in the self addressed, stamped envelope, provided for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



Cheryl A. Pereira, Administrative Asst. to
Neta L. Seiber, Esq.

encs.

M. 7-9-96

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is TROPIC LEISURE RECREATION DEVELOPMENT, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of conducting any and all lawful business enterprises under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

9705 Overseas Highway
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

Neta L. Seiber, Esq,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the initial directors are:

William A. Roberts
9705 Overseas Highway
Marathon, Florida 33050

Andrew P. Andrushko
RR1 - Box 2480
Fairhaven, VT 05743

ARTICLE VI - INCORPORATORS

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

William A. Roberts
9705 Overseas Highway
Marathon, Florida 33050

Andrew P. Andrushko
RR1 - Box 2480
Fairhaven, VT 05743

ARTICLE VII - CORPORATE OFFICE

The corporate office of the corporation shall initially be located at 81101 Old Highway, P.O. Box 2022, Islamorada, FL 33036.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of June, 1996.

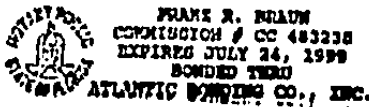
William A. Roberts
William A. Roberts
Andrew P. Andrushko
Andrew P. Andrushko

STATE OF FLORIDA)
) s.s.
COUNTY OF MONROE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **WILLIAM A. ROBERTS**, well known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 10th day of June, 1996.

My Commission Expires:



Frank R. Braud
NOTARY PUBLIC, State of Florida
FRANK R. BRAUD
Printed Name

STATE OF VERMONT)
) s.s.
COUNTY OF RUTLAND)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ANDREW P. ANDRUSHKO**, well known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 24th day of June, 1996.

My Commission Expires: Feb 99

Melissa A. Freu
NOTARY PUBLIC, State of Vermont
Melissa A. Freu
Printed Name

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, FLA.STAT., the following is submitted:

FIRST: THAT TROPIC LEISURE RECREATION DEVELOPMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 81101 Old Highway, P.O. Box 2022, Islamorada, County of Monroe, State of Florida, 33036 has named Neta L. Seiber, Esq., 9705 Overseas Highway, Marathon, County of Monroe, State of Florida 33050 as its registered agent to accept service of process with Florida.

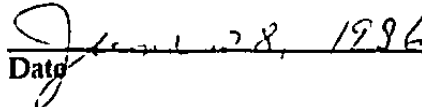

William A. Roberts


Andrew P. Andrushko

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.


Neta L. Seiber, Esq.

Date


June 28, 1996

RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA

96 JUL -5 PM 1:50

FILED