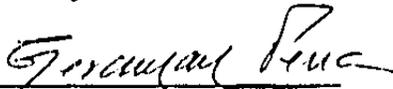


These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Director, proposed by her to the stockholder and approved at the stockholder' meeting by the majority of the stock entitled to vote her on, unless the director and the stockholder sign a written statement manifesting her intention that a certain amendment of these Articles of Incorporation be made.

  
GERMAN PENA

1911 1911  
56 OCT 25 PM 12:26  
TALLAHASSEE, FLORIDA

P96000088170

October 7, 1996

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

RE: Bahama Island Resorts, Inc.

000001989760  
-10/09/96--01109--015  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Lei Kapon

Bahama Island Resorts, Inc.

Mailing address of corporation  
Bahama Island Resorts, Inc.  
1075 Duval Square Box 168  
Key West FL 33040  
(305)294-5380

FILED  
96 OCT 25 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER OCT 14 1996  
789,612,706,671  
W96-21695



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 14, 1996

LEI KAPONO  
1075 DUVAL SQUARE  
BOX 168  
KEY WEST, FL 33040

SUBJECT: BAHAMA ISLAND RESORTS INC.  
Ref. Number: W96000021675

We have received your document for BAHAMA ISLAND RESORTS INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 696A00046569

To Florida Department of State

From: Bahama Island Resorts Inc.  
Ref. Number: W96000021675

We have listed the registered office and registered agent as the same address. We hope this will correct the problem. We can be reached at (305)294-5380.

Thank You  
Lei Kaponu

ARTICLES OF INCORPORATION

of

BAHAMA ISLAND RESORTS INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BAHAMA ISLAND RESORTS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

FILED  
96 OCT 25 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
1075 DUVAL SQUARE #168		
CITY	FLORIDA	ZIP
KEY WEST		33040

Mailing address, if different

STREET ADDRESS		
1075 DUVAL SQUARE #168		
CITY	FLORIDA	ZIP
KEY WEST		33040

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	LEI KAPONO	
ADDRESS	1075 DUVAL SQUARE #168	
CITY	FLORIDA	ZIP
KEY WEST		33040

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	LEI KAPONO		
ADDRESS	906 GRINNELL ST		
CITY	KEY WEST	STATE	FL ZIP 33040
NAME	ANNETTE MASSE		
ADDRESS	906 GRINNELL		
CITY	KEY WEST	STATE	FL ZIP 33040
NAME	LYNN PARKER		
ADDRESS	1075 DUVAL SQUARE #168		
CITY	KEY WEST	STATE	FL ZIP 33040

**ARTICLE VIII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	LEI KAPONO		
ADDRESS	906 GRINNELL ST		
CITY	KEY WEST	STATE	FL ZIP 33040
NAME	ANNETTE MASSE		
ADDRESS	906 GRINNELL ST		
CITY	KEY WEST	STATE	FL ZIP 33040
NAME	LYNN PARKER		
ADDRESS	1075 DUVAL SQUARE #168		
CITY	KEY WEST	STATE	FL ZIP 33040

The undersigned incorporator(s) have executed these Articles of Incorporation this 7<sup>TH</sup> day of OCTOBER, 19 96.

Lei Kapono (Signature)  
Annette Masse (Signature)  
Lynn Parker (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

FILED  
96 OCT 25 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BAHAMA ISLAND RESORTS INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1075 Duval Square #168  
KEY WEST FL 33040

has named LEI KAPONO

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lei Kapono  
(Signature)

Oct. 7 - 1996  
(Date)