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WATKINS & RAMUNNI, P.A.

Attorneys and Counselors at Law

John Jay Watkins
Steven A. Ramunni
(Member - Texas Bar)

150 South Main Street, Suite 3
Post Office Box 250
LaBelle, Florida 33975-0250

Telephone: 941-675-4424
Facsimile: 941-675-4521

November 21, 1996

Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

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IN RE: The Incorporation of Blue Cypress Golf & R.V. Resort, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the duly executed Articles of Incorporation along with my check in the amount of \$122.50 for the incorporation of BLUE CYPRESS GOLF & R.V. RESORT, INC.

Please file them with your department and return to me a certified copy thereof. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Steven A. Ramunni

/rtd

Enclosures

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DIVISION OF CORPORATIONS
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cf 12/2/96

ARTICLES OF INCORPORATION

OF

BLUE CYPRESS GOLF & R.V. RESORT, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: BLUE CYPRESS GOLF & R.V. RESORT, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

STEVEN A. RAMUNNI
150 South Main Street
Post Office Box 250
LaBelle, Florida 33975

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

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ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their street addresses are:

WILLIAM H. CURREN
13801 Hwy. 441 S.E.
Okeechobee, FL 34974

SABA R. CURREN
13801 Hwy. 441 S.E.
Okeechobee, FL 34974

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the Incorporator are:

STEVEN A. RAMUNNI
150 South Main Street
Post Office Box 250
LaBelle, Florida 33975

ARTICLE IX. AMENDMENT

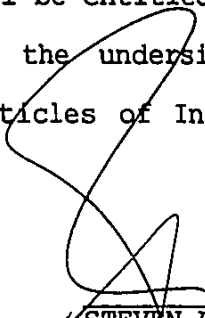
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS.

All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 21st day of November, 1996.



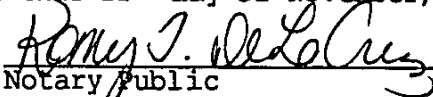
STEVEN A. RAMUNNI
Incorporator

STATE OF FLORIDA

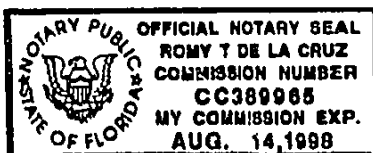
COUNTY OF HENDRY

BEFORE ME, a Notary Public, personally appeared STEVEN A. RAMUNNI, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 21st day of November, 1996.

(Notary Seal)



Notary Public
My Commission Expires:

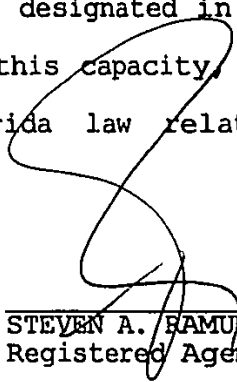


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

That BLUE CYPRESS GOLF & R.V. RESORT, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 13801 Highway 441 S.E., Okeechobee, Florida, County of Okeechobee, State of Florida, has named STEVEN A. RAMUNNI, located at 150 South Main Street, Suite 3, LaBelle, Florida, County of Hendry, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



STEVEN A. RAMUNNI
Registered Agent

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