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OCEAN REEF CLUB

December 30, 1996

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-01/07/97--01115--011

\*\*\*\*122.50 \*\*\*\*122.50

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

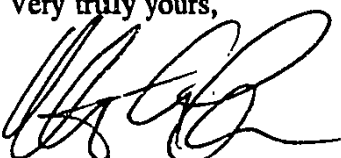
Dear Sirs:

On behalf of Trepidation, Inc. (the "Corporation"), I enclose the following:

1. Articles of Incorporation
2. Certificate Designating the Corporation's Resident Agent in Florida.

Also enclosed is a check in the amount of \$122.50 for filing fees. Please return a certified copy of the Articles to the undersigned.

Very truly yours,



Kenneth A. Luban

KAL:cw

a:FLHtkco

JAN 10 1997

FILED  
97 JAN -6 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TREPIDATION, INC.**

**FILED**  
97 JAN -6 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.** The name of the corporation is Trepidation, Inc. (the "Corporation").

**ARTICLE II.** The Corporation shall have a perpetual existence.

**ARTICLE III.** The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the General Corporation Act of the State of Florida, whether granted by specific statutory authority or by construction of law.

**ARTICLE IV.** The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares, \$.01 par value per share.

**ARTICLE V.** The street address of the initial registered office and the principal office of the Corporation is 30 South Harbor Drive, Key Largo, Florida 33037.

**ARTICLE VI.** The name of the initial registered agent of the Corporation is Charles W. Broeman, II. The address of the initial registered agent of the Corporation is 30 South Harbor Drive, Key Largo, Florida 33037.


**ARTICLE VII.** The initial Board of Directors shall consist of one person, whose name and address is as follows:

Charles W. Broeman, II.  
30 South Harbor Drive  
Key Largo, FL 33037

The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws of the Corporation.

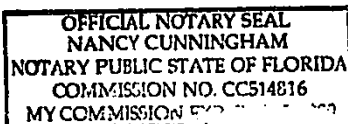
**ARTICLE VIII.** The name and address of the incorporator of the Corporation is Kenneth A. Luban, 31 Ocean Reef Drive, Suite C-300, Key Largo, Florida 33037.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation  
on December 30, 1996.

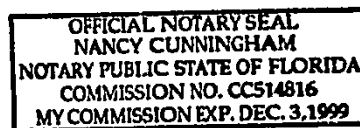
  
Kenneth A. Luban

STATE OF FLORIDA     )  
                                  )  
COUNTY OF MONROE    )     ss:

THE FOREGOING instrument was acknowledged before me this 31<sup>st</sup> day of  
December, 1996, by Ken Luban, who is personally known to me or who has  
produced \_\_\_\_\_ as identification and who \_\_\_ did \_\_\_ did not take an  
oath.

  
Notary Public

My commission expires: Dec 3, 1999  
Commission NO. CC514816



**FILED**

97 JAN -6 PM 12:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

That Trepidation, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Key Largo, Monroe County, Florida, has named Charles W. Broeman, II, located at 30 South Harbor Drive, Key Largo, Florida 33037, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated by this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to the proper and complete performance of my duties.



Resident Agent

Dated: December 30, 1996