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2-19-97

Requestor's Name

Address

City

State

ZIP

Phone

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Bimini Undersea Reservations, Inc.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Amendment
- Dissolution
- Annual Report
- Reservation
- Merger
- Mark
- Other
- Change of Registered Agent
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- Call When Ready
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- Call If Problem
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- After 4:30
- Mail Out

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OFFICE OF CORPORATION

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AL FEB 20 1997

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION
OF
BIMINI UNDERSEA RESERVATIONS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this Corporation shall be **BIMINI UNDERSEA RESERVATIONS, INC.**

ARTICLE 2

This Corporation shall have perpetual existence.

ARTICLE 3

The general purposes for which the Corporation is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended and to engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with the foregoing business.

B. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

C. To carry out any business, occupation, undertaking, enterprise and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as

amended.

ARTICLE 4

The aggregate number of shares which the Corporation is authorized to issue is one thousand shares (1,000) shares. Such shares shall be of single class, and shall have a one dollar par value.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 5

The street address of the initial registered office of the Corporation is: Sanctuary Centre, Suite 200E, 4800 North Federal Highway, Boca Raton, Florida 33431 and the name of its initial registered agent at such address is **JENNIFER COLSON**.

The mailing address of the Corporation is:

P.O. Box 693515
Miami, FL 33269

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TALLAHASSEE, FLORIDA

I hereby accept to act as registered agent, and agree to comply with the provision of said Act relative to keeping open said office.



JENNIFER COLSON
(Registered Agent)

ARTICLE 6

The number of Directors constituting the initial Board of Directors of the Corporation is one (1).
The name and address of the persons who are to serve as a member of the initial Board of Directors is:

Christopher J. Keefe P.O. Box 693515
Miami, FL 33269

ARTICLE 7

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than two (2) Directors. A majority of the first Board of Directors named above shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice-President, Secretary,

of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 10

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE 11

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. The amending process contained in Paragraph A above may be suspended and

amendments made upon written approval by all of the Stockholders.

ARTICLE 12

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporate without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business, and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

ARTICLE 13

The name and address of each incorporator is:

CHRISTOPHER J. KEEFE

925 N.E. 209 Street, #101
Miami, FL 33179

WITNESS my hand and seal this 11th day of February 1997.

Christopher J. Keefe
CHRISTOPHER J. KEEFE

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss:

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared CHRISTOPHER J. KEEFE to me well known to be the person described as the subscriber in, or who produced FL Drivers License as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 11th day of February 1997.

Wendy B Lederhandler
NOTARY PUBLIC

My Commission Expires:



WENDY B LEDERHANDLER
My Commission CC341900
Expires Jan. 13, 1998
Bonded by HAI
800-422-1555