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May 6, 1997

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

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RE: KEYS R V CENTER, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation, together with our check in the amount of \$122.50 representing the fee for filing the enclosed. I would appreciate you returning to the undersigned a certified copy of the Articles.

Thank you for your cooperation and consideration in this matter.

Very truly yours,

Nancy Hernandez
NANCY HERNANDEZ, secretary for
MARSHALL KING, Esquire

/nh

Enc.

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ARTICLES OF INCORPORATION
OF

KEYS R V CENTER, INC.

ARTICLE I - NAME

The name of this corporation is **KEYS R V CENTER, INC.**

ARTICLE II - ADDRESS

The principal address of this corporation is: 101851 Overseas Highway, Key Largo, FL 33037.

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: service and sale of recreational vehicles and trailers and for the purpose of transacting any or all other lawful businesses permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is **STEVE KREISHER**, 101851 Overseas Highway, Key Largo, FL 33037.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The

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number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

STEVE KREISHER	18201 S.W. 98 Avenue Miami, FL 33157
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DARLENE KREISHER	18201 S.W. 98 Avenue Miami, FL 33157
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:
STEVE KREISHER, 18201 S.W. 98 Avenue, Miami, FL 33157.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

STEVE KREISHER	250
DARLENE KREISHER	250

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be

elected at that time multiplied by the number of directors to be elected at that time multiplied by the number of this shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the

authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have the corporate powers:

(a) To have perpetual succession by its corporation name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and

with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit

sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XVII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any manner whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such

members of the corporation.

ARTICLE XX -AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of May, 1997.



STEVE KREISHER

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5th day of May, 1997, by **STEVE KREISHER** who is personally known to me or who has produced _____ as identification who did take an oath.

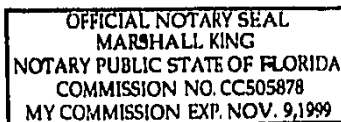
NOTARY PUBLIC:

Sign: _____

Print: _____

STATE OF FLORIDA AT LARGE (Seal)
My Commission Expires:

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

FILED
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DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

KEYS R V CENTER, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation incorporation at City of Key Largo, County of Monroe, State of Florida has named STEVE KREISHER, located at 101851 Overseas Highway, City of Key Largo, County of Monroe, State of Florida, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



STEVE KREISHER