



OCEAN REEF CLUB®

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May 22, 1997

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-05/29/97--01112--017
****122.50 ****122.50

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

Gentlemen:

On behalf of Ocean Reef Marina Services, Inc. (the "Corporation"), I enclose the following:

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

Ocean Reef Club, Inc. hereby consents to the formation of Ocean Reef Marina Services, Inc. and its use of the name thereof.

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
Vice President and General Counsel

KAL:nac
97/kal/stat0520

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**ARTICLES OF INCORPORATION
OF
OCEAN REEF MARINA SERVICES, INC.**

ARTICLE I. The name of the corporation is Ocean Reef Marina Services, 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 31 Ocean Reef Drive, Suite C-300, Key Largo, Florida 33037.

ARTICLE VI. The name of the initial registered agent of the Corporation is Kenneth A. Luban. The address of the initial registered agent of the Corporation is 31 Ocean Reef Drive, Suite C-300, Key Largo, Florida 33037.

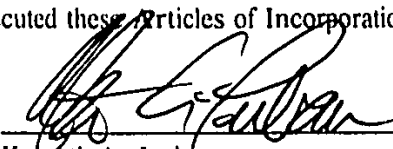
ARTICLE VII. The initial Board of Directors shall consist of one person, whose name and address is as follows:

Robert M. Berrey
31 Ocean Reef Drive
Suite C-300
Key Largo, Florida 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.

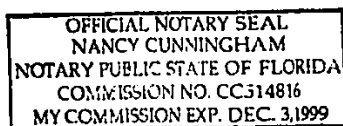
ARTICLE VIII. The name and address of the incorporator of the Corporation is Kenneth A. Luban, 31 Ocean Reef Drive, Suite C-300, Key Largo, Florida 33037.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on May 22, 1997.


Kenneth A. Luban

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

THE FOREGOING instrument was acknowledged before me this 22nd day of
May, 1997, by Kenneth A. Luban, who is personally known to me or who
has produced _____ as identification and who did X did not take an
oath.



Nancy Cunningham
Notary Public
NANCY CUNNINGHAM

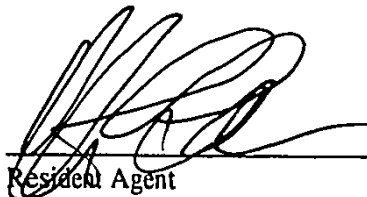
COMMISSION NO. CC514816
My commission expires: Dec 3, 1999

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

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

That Ocean Reef Marina Services, 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 Kenneth A. Luban, located at 31 Ocean Reef Drive, Suite C-300, 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: May 22, 1997