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CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN,
CRIMELLA & HAMILTON, P.A.

2975 OVERSEAS HIGHWAY
P.O. Box 500938
MARATHON, FLORIDA 33050-0938
(305) 743-9427
FAX: (305) 743-8800

RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

WILLIAM J. HEFFERNAN, JR.
MICHAEL L. CRIMELLA
SHARON L. HAMILTON

July 18, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

FILED
97 JUL 21 AM 8 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: BANANA BAY OF MARATHON, INC.
Our File No. 97-M-49

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-07/21/97--01086--001
****122.50 ****122.50

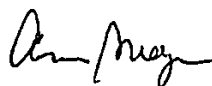
Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan
Secretary to
Robert K. Miller

/am
Enclosures

QN 7-22-97

ARTICLES OF INCORPORATION
of
BANANA BAY OF MARATHON, INC.

FILED
97 JUL 21 AM 8 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is BANANA BAY OF MARATHON, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue three thousand (3000) shares of common voting stock having a par value of one-hundred (\$100.00) dollars per share .

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: 2975 Overseas Highway, Marathon, FL 33050

The name of the initial registered agent of this corporation at that address is: ROBERT K. MILLER

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws.

The name of the initial director is:

ROBERT K. MILLER

The address of the initial director is:

2975 OVERSEAS HIGHWAY
POST OFFICE BOX 500938
MARATHON, FLORIDA 33050

ARTICLE VI - INCORPORATORS.

The name and address of the person signing these Article is:

ROBERT K. MILLER,
2975 OVERSEAS HIGHWAY
POST OFFICE BOX 500938
MARATHON, FLORIDA 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

2975 OVERSEAS HIGHWAY
POST OFFICE BOX 500938
MARATHON, FLORIDA 33050

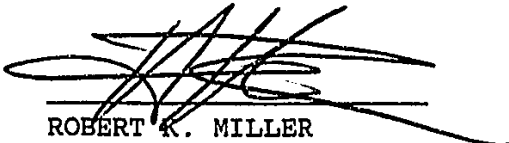
ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of July, 1997.

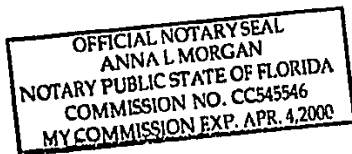

ROBERT K. MILLER
Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 18th day of July, 1997, by ROBERT K. MILLER, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 18th day of July, 1997.



Anna L. Morgan

NOTARY PUBLIC, State of Florida

My commission expires:

Anna L. Morgan

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

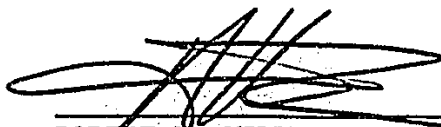
FIRST: BANANA BAY OF MARATHON, INC. desiring to organize or qualify under the laws of the State of Florida, with

its principal place of business at Post Office Box 500938, 2975
Overseas Highway; Marathon, Florida 33050 has named ROBERT K.
MILLER, ESQ., Post Office Box 500938; 2975 Overseas Highway;
Marathon, Florida 33050 as its agent to accept service of process
with Florida.



ROBERT K. MILLER
Incorporator/Director

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all Statutes relative to the proper
and complete performance of my duties.



ROBERT K. MILLER
Registered Agent

Dated: July 18, 1997.

FILED
97 JUL 21 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA