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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 573753 5014227

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : October 22, 1997

ORDER TIME : 11:05 AM

ORDER NO. : 573753-005

900002327119--1

CUSTOMER NO: 5014227

CUSTOMER: Jennifer B. Drake, Esq  
BECKER & POLIAKOFF, P.A.

3111 Stirling Road

Fort Lauderdale, FL 33312-6525

DOMESTIC FILING

NAME: SALTPONDS DEVELOPMENT  
CORPORATION

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT 22 PM 1:35  
TALLAHASSEE, FLORIDA

SN OCT 22 1997

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DIVISION OF CORPORATION

4

ARTICLES OF INCORPORATION  
OF  
SALTPONDS DEVELOPMENT CORPORATION

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ARTICLE I  
NAME

The name of this Corporation is SALTPONDS DEVELOPMENT CORPORATION.

ARTICLE II  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III  
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV  
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3900 South Roosevelt Boulevard, Key West, Florida 33040, and the name of the initial registered agent at that address is Robert A. Butler.

ARTICLE V  
DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than three (3). The name and address of the initial directors of this Corporation are:

Robert A. Butler  
3900 South Roosevelt Boulevard  
Key West, Florida 33040

Paul Waldron  
3900 South Roosevelt Boulevard  
Key West, Florida 33040

Rosemary Butler  
3900 South Roosevelt Boulevard  
Key West, Florida 33040

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of this Corporation is Robert A. Butler, 3900 South Roosevelt Boulevard, Key West, Florida 33040.

**ARTICLE VII  
ADDRESS**

The principal office and mailing address of the Corporation is 3900 South Roosevelt Boulevard, Key West, Florida 33040.

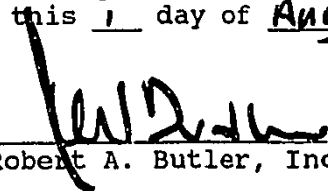
**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX  
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of August, 1997.

  
Robert A. Butler, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

By: 

Robert A. Butler

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