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FLORIDA DIVISION OF CORPORATIONS

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FROM: FRANKLIN D. GREENMAN, P.A.
071005000567

ACCT#:

CONTACT: FRANKLIN D GREENMAN

PHONE: (305) 743-2351

FAX #:

(305) 743-6523

NAME: LOOE KEY REEF RESORT, INC.

AUDIT NUMBER.....H97000020778

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
FOR
LOOE KEY REEF RESORT, INC.

The undersigned acting as incorporators of a corporation under the Florida General Corporation act adopts the following Articles of Incorporation for their corporation.

ARTICLE I

The name of the corporation shall be LOOE KEY REEF RESORT, INC., whose principal place of business is MM 28 U.S. #1, Ramrod Key, FL 33042 and whose mailing address is P.O. Box 420428, Summerland Key, FL 33042.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in the operation of a motel and generally to do any and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by theses Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

*Prepared by: Franklin D. Greenman, Esq.
5800 Overseas Highway, Suite 40
Marathon, FL 33050
(305)743-2351 FL Bar #290815*

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ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of capital stock with the par value of one dollar (\$1.00) per share. The sum of the par value of all shares of the capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stocks shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. Shares of the corporation are not to be divided into the classes. The corporation is not authorized to issue shares in series.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 5800 Overseas Highway, Marathon, Monroe County, Florida 33050 and the name of the initial registered agent at that address is Franklin D. Greenman, Esq.

ARTICLE VI

The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

Wendy Sullivan
867 East Caribbean Drive
Summerland Key, FL 33042

ARTICLE VII

The name and address of the initial incorporators are as follows:

Wendy Sullivan
867 East Caribbean Drive
Summerland Key, FL 33042

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ARTICLE VIII

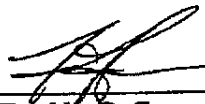
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

ARTICLE IX

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors, evidenced by resolution duly passed at the regular meeting of the Board, or at a special meeting called for that purposes.

ARTICLE X -ACKNOWLEDGMENT AND-CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Franklin D. Greenman, Registered Agent

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation on this 17th day of December, 1997.

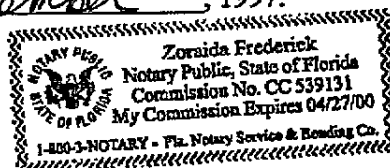

Wendy Sullivan


STATE OF FLORIDA)
COUNTY OF MONROE)

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BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments personally appeared Wendy Sullivan who is personally known to me or who has produced _____ as identification and who (did) (did not) take an oath and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 17th day of December, 1997.




Zoraida Frederick
Notary Public, State of Florida
My Commission Expires:

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