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Examiner's Initials

B. REGISTER OCT 6 1998

ARTICLES OF INCORPORATION OF KELCO OCEAN POINT HOTELS, INC.

98 OCT - 1 AM II: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KELCO OCEAN POINT HOTELS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V - REGISTERED OFFICE AND AGENT

The principal address and registered office address of the corporation is:

973 Spoonbill Circle, Weston, FL 33326

and the registered agent at that address is: Kelley D. Slay.

ARTICLE VI - INITIAL DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one(1). The name and address of the initial directors are Richard J. Spillett, 17 Dunbar Circle, Palm Beach Gardens, FL 33418, and Kelley D. Slay, 973 Spoonbill Circle, Weston, FL 33326.

ARTICLE VII - BY-LAWS

The By-Laws of the corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATION

The name and address of the person signing these Articles is: Kelley D. Slay, 973 Spoonbill Circle, Weston, FL 33326.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation, this 28th day of September, 1998.

KELLEY D. SLAY

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V hereof, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 28th day of Stoten believes.

KELLEY D. SLAY

STATE OF FLORIDA COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED	before me this 23th day of September, 1998, by
KELLEY D. SLAY, who is personally known	n to me or who has produced identification of
Florida Drive's liceuse	
Lou'Somerara	OFFICIAL NOTARY SEAL JOSE A ALMENARA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC586260
NOTARY PUBLIC, State of Florida at Large	MY COMMISSION EXP. SEPT. 18, 2000
PRINT NAME: JOSE Almerara	
My Commission expires: 50th, 18th 2000	
Commission Number	

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

Kelco Ocean Point Hotels, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 973 Spoonbill Circle, Weston, Broward County, Florida, has named Kelley D. Slay, located at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

KELLEY D. SLAY

98 OCT -1 AMII: 02
SECRETARY OF STATE
SECRETARY OF STATE