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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tropical Details at
Ocean Reef, Inc.

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*****70.00 *****70.00

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 PM 2:28

Signature _____

Requested by: CJ

Name _____

Date 11/13

Time 9:56

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
TROPICAL DETAILS AT OCEAN REEF, INC.**

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

The name of the corporation is Tropical Details at Ocean Reef, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

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

**70 Fishing Village Drive
North Key Largo, FL 33037**

ARTICLE VI

The address of its initial registered office and the name of its initial registered agent at said address is:

**William Bateman
102900 Overseas Highway
Key Largo, FL 33037**

ARTICLE VII

The initial board of directors shall consist of three director, whose names and addresses are:

**William Bateman
102900 Overseas Highway
Key Largo, FL 33037**

ARTICLE VIII

The name and address of the incorporator is:

**William Bateman
102900 Overseas Highway
Key Largo, FL 33037**

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


William Bateman, Incorporator

Dated: November 12, 1998

STATE OF FLORIDA

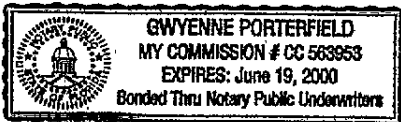
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared William Bateman, who is personally known to me or who have produced _____ as identification and is well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Key Largo,
in said County and State this 12th day of November, 1998.

Gwyenne Porterfield
NOTARY PUBLIC
State of Florida At Large

My Commission Expires:

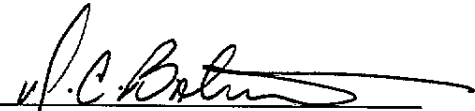


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes: Tropical Details at Ocean Reef, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Key Largo, County of Monroe, State of Florida, has named William Bateman, County of Monroe, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

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


William Bateman, Registered Agent

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