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ACCOUNT NO. : 072100000032

REFERENCE : 159551 4319809

AUTHORIZATION :

Patricia P...

COST LIMIT : \$ 78.75

ORDER DATE : March 5, 1999

ORDER TIME : 8:42 AM

ORDER NO. : 159551-005

CUSTOMER NO: 4319809

CUSTOMER: Norma Carr Calarese, Esq
NORMA CARR CALARESE, ESQ.
NORMA CARR CALARESE, ESQ.
101 State St.

100002797381--6

Springfield, MA 01103

DOMESTIC FILING

NAME: DALY'S OCEAN PALM GOLF,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 9:57

RECEIVED
99 MAR -8 PM 11
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -8 AM 9:57

ARTICLES OF INCORPORATION
OF
DALY'S OCEAN PALM GOLF, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DALY'S OCEAN PALM GOLF, INC.

The address of the principal office of this corporation shall be 3600 South Central Avenue, Flagler Beach, Florida 32136, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

William F. Daly
Director...

3600 South Central Avenue
Flagler Beach, Florida 32136

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 8, 1999.

CORPORATION SERVICE COMPANY

By Karen B. Rozar
Its Agent, Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -8 AM 9:57

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

rwm