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JOSEPH J. VETRICK

*Chartered*

*Attorney and Counsellor at Law*

OFFICE LOCATION:  
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(305) 852-3435

PLEASE REPLY TO:  
P.O. DRAWER 2926  
KEY LARGO, FLORIDA 33037

August 3, 1999

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

900002952399--1  
-08/06/99-01041--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation

*Keyhaven Lodge*

Dear Clerk:

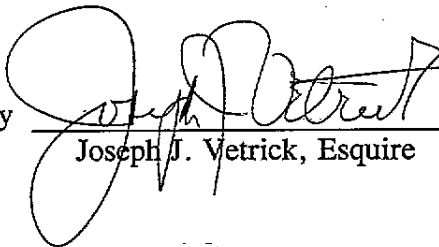
Enclosed is an original and a copy of the Articles of Incorporation for Keyhaven Lodge, and a check in the amount of \$70.00 for the filing fee.

We thank you in advance for your cooperation in this matter.

Yours truly,

JOSEPH J. VETRICK, CHARTERED

by

  
Joseph J. Vetrick, Esquire

FILED  
99 AUG -6 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-12  
WS

ARTICLES OF INCORPORATION

OF

KEYHAVEN LODGE, *Incorporated*

FILED  
99 AUG -6 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, hereby adopts the following Articles of Incorporation.

**Article 1.** The name of the Corporation is:

KEYHAVEN LODGE, Incorporated

**Article 2.** The Corporation is formed for the following purposes:

To purchase or otherwise acquire, hold, own, improve, manage, operate, sell, exchange, convey, transfer, lease, mortgage, finance, hypothecate, encumber, and otherwise dispose of, and deal with, real property, improved or unimproved, and personal property, tangible or intangible, including without limitation good, wares and merchandise of every description and the securities and obligations of any issuer, whether or not incorporated.

To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any State, county, municipal or other governmental body, including all boards, bureaus and agencies thereof.

To carry on any other activities necessary to, in connection with or incidental to the foregoing.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

**Article 3.** The street address of the registered office of the Corporation in the State of Florida is 198 Harborview Drive, Tavernier, Florida 33070, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is FRANK M. JOHNSON.

**Article 4.** The street address of the initial principal office of the Corporation is  
198 Harborview Drive,  
Tavernier, Florida 33070.

**Article 5.** The total number of shares of stock which the Corporation shall have authority to issue is 100 shares, no par value, all of which shall be of the same class and all of which are designated as common stock.

**Article 6.** No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

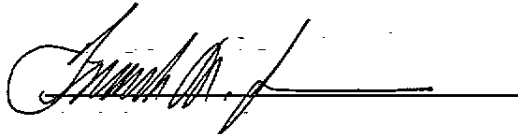
**Article 7.** The number of directors constituting the initial Board of Directors of the Corporation is one. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholder. The name and address of each person who is to serve as a director until a successor is elected and qualifies are:

**Frank M. Johnson** having an address at  
198 Harborview Drive,  
Tavernier, Florida 33070.

**Article 8.** The name of the incorporator is **Frank M. Johnson,**  
and the mailing address of the incorporator is 198 Harboview Drive,  
Tavernier, Florida 33070.

**Article 9.** The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

Dated: August 03, 1999.

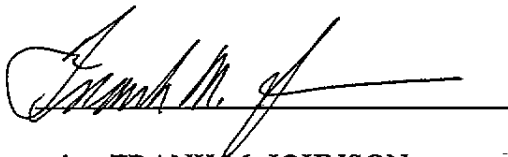
A handwritten signature in cursive script, appearing to read "Frank M. Johnson", is written over a horizontal line.

print: Frank M. Johnson  
Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 03, 1999

A handwritten signature in cursive script, appearing to read "Frank M. Johnson", is written over a horizontal line.

print: FRANK M. JOHNSON