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TALLAHASSEE FL 32...   CONTACT: RAY STORMONT
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(((H96000003198)))   DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
          NAME: FLORIDA KEYS SENSIBLE PLANNING ALLIANCE, INC.
FAX AUDIT NUMBER: H96000003198   CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLORIDA KEYS SENSIBLE PLANNING ALLIANCE, INC.
REF: W96000005031

We received your electronically transmitted document. However, the
document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors
never have fewer than three directors.

PLEASE COMPLETE THE INFORMATION FOR THE PREPARER.

Please return your document, along with a copy of this letter, within 60
days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please
call (904) 487-6934.

Loria Poole   FAX Aud. #: H96000003198
Corporate Specialist   Letter Number: 596A00010174

Emily Davis

Joseph McCormack

1111 Lincoln Rd. 810

m. B.   33139

ARTICLES OF INCORPORATION

OF

FLORIDA KEYS SENSIBLE PLANNING ALLIANCE, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

The name of the Corporation is: FLORIDA KEYS SENSIBLE PLANNING ALLIANCE, INC.

ARTICLE 2

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To promote sensible planning alternatives which can directly address waste water, hurricane evacuation and traffic issues in the environmentally sensitive Florida Keys.

B. To take any action necessary to effect the foregoing.

To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

PREPARED BY: HENRY A. LOPEZ-AGUIAR
TEL. 643-1557   3445 W.W. 7 ST
                   MIAMI, FL 33125   FLORIDA BAR # 224472

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name   **Address**

RANDALL HILLIARD   2601 N. Roosevelt Boulevard
                                           Key West, Florida   33040

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 3445 N.W. 7th Street, Miami, Florida 33125____, and the name of its initial Registered Agent at that address is HENRY A. LOPEZ-AGUIAR, ESQ._____.

ARTICLE 8

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is Three   (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
RANDALL HILLIARD	2601 N. Roosevelt Boulevard Key West, Florida 33040
EMILY DAVIS	1111 Lincoln Road #81o Miami Beach, FL 33139
JOSEPH McCORMACK	1111 Lincoln Road #81o Miami Beach, FL 33139

ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
RANDALL HILLIARD	2601 N. Roosevelt Boulevard Key West, Florida 33040	President/Secretary Treasurer

ARTICLE 10

INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
RANDALL HILLIARD	2601 N. Roosevelt Boulevard Key West, Florida 33040

ARTICLE 11

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE 12

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, m including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE 14

BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE 15

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 16

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this _5th_ day of _March_____, 19_96_.

Randall Hilliard
RANDALL HILLIARD

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, personally appeared____RANDALL HILLIARD_____, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed, and that I relied upon the following proof of identification of the said person_drivers license_____.

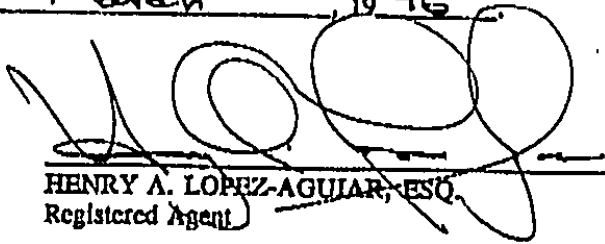_Marie T. Rodriguez_
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
MARIA T RODRIGUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC502800
MY COMMISSION EXP. OCT. 17,1999
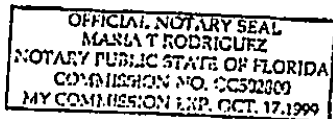
ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **FLORIDA KEYS SENSIBLE PLANNING ALLIANCE, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this __5th__ day of ____March____, 19 __96__.

HENRY A. LOPEZ-AGUIAR, ESQ.
Registered Agent