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REFERENCE : 736460 83426A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 17, 2002
ORDER TIME : 1:35 PM
ORDER NO. : 736460-005
CUSTOMER NO: 83426A

CUSTOMER: Jeffrey St. George, Esq
St. George & Tejera
1735 Ponce De Leon Boulevard
Coral Gables, FL 33134

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DOMESTIC FILING

NAME: KEY FINANCIAL ESTATES INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

02 JAN 17 PM 2:35
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2002 JAN 17 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JW
20/18/02

FILED

ARTICLES OF INCORPORATION
KEY FINANCIAL ESTATES INC.

2002 JAN 17 AM 8: 12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, Subscriber to these Articles of Incorporation, natural person, competent to contract, hereby presents these Articles for the formation of a Corporation under the provisions of Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

KEY FINANCIAL ESTATES INC.

The principal office address is:

199 Ocean Lane Drive, Unit 305, Key Biscayne, Florida 33149.

ARTICLE II - NATURE OF CORPORATE BUSINESS

The specific nature of the business to be transacted by this Corporation is:

Any activity legally permissible .

The foregoing paragraph shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III - COMMENCEMENT AND DURATION

The duration of this Corporation is perpetual and shall commence on the date of the first meeting of the corporation.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of **100** shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Jose Rodriguez Batlle
initial Registered Office: 199 Ocean Lane Drive, Unit 305, Key Biscayne, Fl 33149.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



JOSE RODRIGUEZ BATLLE

ARTICLE VI - DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholder, but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jose Rodriguez Batlle	199 Ocean Lane Drive, Unit 305, Key Biscayne, FL 33149

ARTICLE VII - INCORPORATOR

The names and post office addresses of the incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jose Rodriguez Batlle	199 Ocean Lane Drive, Unit 305, Key Biscayne, FL 33149

ARTICLE VIII - VOTING TRUSTS

No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X - CONTRACTS

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any

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director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XI - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII - RESTRAINT ON ALIENATION OF SHARES

The stockholders of this Corporation shall have the power to include the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existing of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XIII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

Unrestricted permissible powers

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the by-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a Pension Plan;
2. a Profit Sharing Plan, if such a plan is not otherwise prohibited by the Code of Ethics of the

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Profession;

- 3. a stock bonus plan;
- 4. a thrift and savings plan;
- 5. a restricted stock option plan; or
- 6. other retirement or incentive compensation plans.

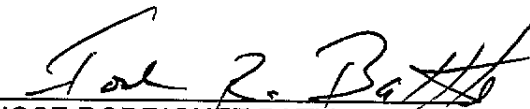
ARTICLE XIV - AMENDMENT

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 of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XV - PRE-EMPTIVE RIGHTS

All stockholders of the Corporation shall be vested with full pre-emptive rights.


11th IN WITNESS WHEREOF, I the subscriber, have executed these Articles of Incorporation this day of January, 2002.



JOSE RODRIGUEZ BATLLE

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared JOSE RODRIGUEZ BATLLE, to me known to be the Incorporator described herein and who executed the foregoing Articles of Incorporation, and that he/she has executed the same for the purposes stated therein .

SWORN AND SUBSCRIBED before me this 11th day of January, 2002.

 Marcela McCall
My Commission CCR-0311
Expires August 16, 2003


NOTARY PUBLIC
Print Name: _____
 Personally Known Proper I.D. Shown
Type of I.D. Shown _____

This instrument prepared by: M. JEFFREY ST. GEORGE, ESQ.
ST. GEORGE & TEJERA P.A.
Attorneys at Law
1735 Ponce De Leon Blvd
Coral Gables, Florida 33134
Tel: (305) 444-9330