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Corporate Records Bureau
Division of Corporations
Department of State
The Capitol Building
P. O. Box 6327
Tallahassee, FL 32314

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-04/10/96--01087--011
****122.50 ****122.50

Re: **KEY WEST MANAGEMENT SERVICES, INC.**

Gentlemen:

Enclosed herein please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent regarding the above-captioned corporation. I am also enclosing a check in the amount of \$122.50 which represents the following fees:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Designation of Registered Agent	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50

TOTAL:	\$122.50

I would appreciate you filing the enclosed documents and providing my office with the certified copy of the Articles of Incorporation showing the corporation's existence as of the date of subscription.

Very truly yours,

Carol D. O'Connell

Carol D. O'Connell
38053 Pasco Avenue
Dade City, FL 33525

w96-8051

11/15/96
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1996

CAROL D. O'CONNELL
38053 PASCO AVENUE
DADE CITY, FL 33525

SUBJECT: KEY WEST MANAGEMENT SERVICES, INC.
Ref. Number: W96000008051

We have received your document for KEY WEST MANAGEMENT SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A000173*4

**ARTICLES OF INCORPORATION
OF
KEY WEST MANAGEMENT SERVICES, INC.**

ARTICLE I - NAME

The name of this corporation is Key West Management services, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the subscription of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business of a general corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 38053 Pasco Avenue, Dade City, FL 33525 and the name of the initial registered agent of this corporation at that address is Carol D. O'Connell. The location of the operations office will be 38053 Pasco Avenue, Dade City, Florida 33525.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Carol D. O'Connell
38053 Pasco Avenue
Dade City, FL 33525

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Carol D. O'Connell
38053 Pasco Avenue
Dade City, FL 33525

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders if subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this April 23, 1996 1996.

Carol D. O'Connell
Carol D. O'Connell
Subscriber

ACCEPTANCE OF REGISTERED AGENT

FOR

KEY WEST MANAGEMENT SERVICES, INC.

Carol D. O'Connell having been named in the Articles of Incorporation as Registered Agent of Key West Management Services, Inc. at its registered office of 38053 Pasco Avenue, Dade City, FL 33525 hereby accepts said designation as Registered Agent at said address, and states that she is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

Dated the 23rd Day of April, 1996

Carol D. O'Connell
Carol D. O'Connell

STATE OF FLORIDA

COUNTY OF Pasco

The foregoing instrument was acknowledged before me this 23rd day of April, 1996, by Carol D. O'Connell.

Gloria J. Gullen
Notary Public, State of Florida
My Commission Expires: _____



GLORIA J GULLEN
My Commission CC524850
Expires Jan. 20, 2000