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HISTORIC SEAPORT DISTRICT, INC.
830 Eaton Street
Key West, FL 33040

FILED
96 SEP -9 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 29, 1996

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

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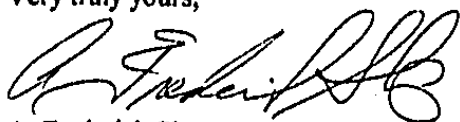
RE: HISTORIC SEAPORT DISTRICT, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



A. Frederick Skomp
Historic Seaport District, Inc.
830 Eaton Street
Key West, FL 33040
305-293-7888

2/6
9-11-96

ARTICLES OF INCORPORATION

of

HISTORIC SEAPORT DISTRICT, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form(s) a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

HISTORIC SEAPORT DISTRICT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>A. Frederick Skomp</u>		
ADDRESS	<u>830 Eaton St.</u>		
CITY	<u>Key West</u>	FLORIDA FL	ZIP <u>33040</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>A. Frederick Skomp</u>		
ADDRESS	<u>830 Eaton St.</u>		
CITY	<u>Key West</u>	FLORIDA FL	ZIP <u>33040</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

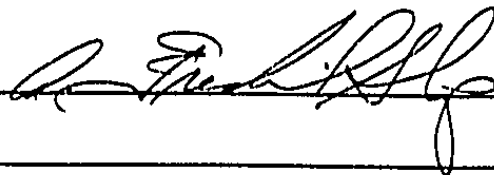
NAME	<u>A. Frederick Skomp</u>		
ADDRESS	<u>830 Eaton St.</u>		
CITY	<u>Key West</u>	STATE FL	ZIP <u>33040</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

NAME <u>A. Frederick Skomp</u>			
ADDRESS <u>030 Eaton St.</u>			
CITY <u>Key West</u>	STATE <u>FL</u>	ZIP <u>33040</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29 day of August, 1996.

 (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

HISTORIC SEAPORT DISTRICT, INC.
(name of corporation)

FILED
55 SEP -3 PM 12:39
TALLAHASSEE, FLORIDA

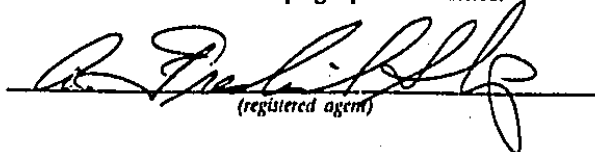
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 830 Eaton St.
Key West, FL 33040

has named A. Frederick Skomp
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)