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MARIA BETANCOURT
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 19 AM 11:24

515 Whitehead Street
Key West, Florida 33040
(305) 294-4834

March 16, 1998

Ms. Doris Brown
Document Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/02/98--01071--002
*****70.00 *****70.00

RE: Certificate of Incorporation for FLORIDA KEYS TRANSPORTATION, INC.

Dear Ms. Brown:

Enclosed please find an original and copy of Certificate of Incorporation in the name of Florida Keys Transportation, Inc., which name you have advised my secretary is available. We previously forwarded to you my check in the amount of \$70.00 to cover the cost of filing.

Please file the Certificate of Incorporation forthwith and mark the filing information on the enclosed copies and return to my office in the self-addressed envelope enclosed for your convenience.

Thanking you in advance for your kind cooperation.

Sincerely yours,

Maria Betancourt

Maria Betancourt

/mb
Enclosures

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2/98-4795



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

MARIA BETANCOURT
515 WHITEHEAD STREET
KEY WEST, FL 33040

SUBJECT: KEYS TRANSPORTATION, INC.
Ref. Number: W98000004795

We have received your document for KEYS TRANSPORTATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 098A00011923

CERTIFICATE OF INCORPORATION
OF
FLORIDA KEYS TRANSPORTATION, INC.

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THIS IS TO CERTIFY THAT, there is hereby organized a corporation under and by virtue of Florida Statue 607.001 et seq., the "Florida General Corporate Act."

1. The name of the corporation is FLORIDA KEYS TRANSPORTATION, INC.

2. The address and zip code of this corporation's initial registered office is 615 Amelia Street, Key West, FL 33040 the name of this corporations's initial registered agent at such address is LOUIS ROSENBERG. The principal address is the same as the registered agent address.

3. The purpose for which this corporation is organized is:

To engage as a corporation for profit in any activity within the purposes for which corporations may be organized under the "Florida General Corporation Act."

4. The aggregate number of shares which the corporation shall be authorized to issue is 1,000 shares with a par values of \$1.00 per share.

5. The duration of the corporation shall be perpetual.

6. The first Board of Directors of this corporation shall consist of THREE (3)

Director and the name and address of each person which is to serve as such Director is

| <u>Name</u> | <u>Address</u> | <u>Zip Code</u> |
|--------------------|--|-----------------|
| Louis Rosenberg, | 9800 Clydesdale Street, Potomac, Maryland | 20854 |
| Jan Doelman, | 615 Amelia Street, Key West, Florida | 33040 |
| Steve Theodorakis, | 183 Blackbeard Road, Little Torch Key, Florida | 33042 |

7. The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> | <u>Zip Code</u> |
|--------------------|--|-----------------|
| Louis Rosenberg, | 9800 Clydesdale Street, Potomac, Maryland | 20854 |
| Jan Doelman, | 615 Amelia Street, Key West, Florida | 33040 |
| Steve Theodorakis, | 183 Blackbeard Road, Little Torch Key, Florida | 33042 |

IN WITNESS WHEREOF, each individual incorporator, each being over the age of eighteen (18) years, has signed this Certificate or if the incorporator be a corporation, has caused this Certificate to be signed by its authorized officers, this ___ day of February, 1998.

[Signature]
LOUIS ROSENBERG

Maria Betancourt
JAN DOELMAN

Maria Betancourt
STEVE THEODARAKIS

STATE OF
COUNTY OF

Personally appeared before me, the undersigned authority, JAN DOELMAN and STEVE THEODARAKIS, to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me, according to law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of February, 1998.

Maria Betancourt
Notary Public
My Commission Expires:  MARIA BETANCOURT
My Commission CC569772
Expires Jul. 16, 2000

STATE OF
COUNTY OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 AM 11:24

Personally appeared before me, the undersigned authority, LOUIS ROSENBERG, to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me, according to law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of February, 1998.



Cameron Murray
My Commission CC#17373
Expires January 29, 2001

Cameron Murray
Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature [Handwritten Signature]
(Resident Agent)

DATED: 2/25/98

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 25th day of February, 1998, by LOUIS ROSENBERG, who is (or are) personally known to me or who has produced notary seal # R251 549 004 078 (form of Identification) as identification and who ~~did~~ (did not) take an oath and she executed the Acceptance of Appointment as Registered Agent.

WITNESS my hand and official seal in the County and State aforesaid this 25
day of February, 1998.



Notary Public

My Commission Expires:



Cameron Murray
My Commission CC617373
Expires January 29, 2001