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99 JAN -8 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KEY WEST
vacation
COMPANY

January 4, 1999

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

Re: Keystar, Inc.

000002735560--1
-01/08/99--01115--002
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation of Keystar, Inc. and a check for \$78.75 for the filing fee and a certificate. Please return the certificate and a copy of the articles to the undersigned. Thank you.

Very truly yours,

Robert A. Spottswood
Robert A. Spottswood

Encl.

RAS/sh

P. Hall

JAN 11/1999

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ARTICLES OF INCORPORATION

OF

KEYSTAR, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I – NAME AND ADDRESS

The name of this corporation is KEYSTAR, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 600 Front Street, Suite 201, Key West, Florida 33040.

ARTICLE II – PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III – CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV – INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Robert A. Spottswood

Address

600 Front Street, Suite 201

Key West, Florida 33040

ARTICLE V – COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Robert A. Spottswood | 600 Front Street, Suite 201 Key West, Florida 33040 |
| William B. Spottswood | 600 Front Street, Suite 201 Key West, Florida 33040 |
| John M. Spottswood, Jr. | 600 Front Street, Suite 201 Key West, Florida 33040 |

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Robert A. Spottswood | 600 Front Street, Suite 201 Key West, Florida 33040 |

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

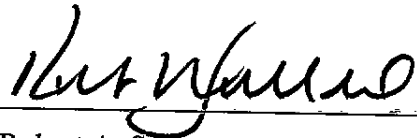
ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

ARTICLE X – AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of January, 1999.



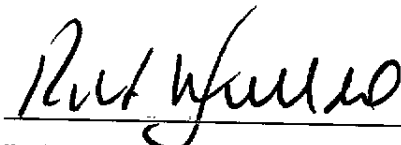
Robert A. Spottswood
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Robert A. Spottswood
Registered Agent

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