

997000053299



ACCOUNT NO. : 072100000032

REFERENCE : 430858 4311473

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Poynt*

ORDER DATE : June 17, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 430858-005

CUSTOMER NO: 4311473

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CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: SK II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

RECEIVED  
97 JUN 17 11:29  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 17 AM 10:44  
DIVISION OF CORPORATION

6:58 JUN 17 1997

ARTICLES OF INCORPORATION

OF

SK II, INC.

FILED

91 JUN 17 11:29

TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SK II, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 600 Front Street, Suite B7, 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:

<u>Name</u>	<u>Address</u>
Robert A. Spottswood	600 Front Street Suite B7 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 four (4) 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 B7 Key West, Florida 33040

Edward B. Knight	600 Front Street Suite B7 Key West, Florida 33040
John M. Spottswood, Jr.	600 Front Street Suite B7 Key West, Florida 33040
William B. Spottswood	600 Front Street Suite B7 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>
Stuart D. Ames	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

#### 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

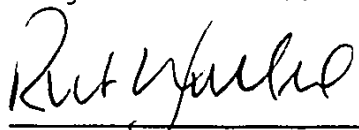
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
Stuart D. Ames, 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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