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LAW OFFICES

RICHARD E. WARNER, P.A.

PROFESSIONAL ASSOCIATION

8301 OVERSEAS HIGHWAY

P.O. BOX 501317

MARATHON, FLORIDA 33050-1317

305/743-6022

FAX: 305/743-6216

FILED

99 MAR -8 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 18, 1999

Secretary of State
Division of Corporations
State of Florida
Box 6327
Tallahassee, FL 32314

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-02/22/99--01118--008

*****78.75 *****78.75

**RE: KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM &
EDUCATIONAL CENTER, INC.**

Dear Secretary:

Enclosed please find the Articles of Incorporation for the above named corporation for filing. Enclosed also is our check to you in the amount of \$78.75 for filing fees, taxes, and a certified copy of the **Articles of Incorporation**. We have enclosed a copy for this purpose. Please return the certified copy and the Certificate of Incorporation to me at the above address.

Very truly yours,

Richard E. Warner

Richard E. Warner

REW/ndw
Enclosure

WFS-4350

P. Hall

MAR - 9 1999 ✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 1999

RICHARD E. WARNER, ESQ.
8301 OVERSEAS HWY
MARATHON, FL 33050-1317

SUBJECT: KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM &
EDUCATIONAL CENTER, INC.
Ref. Number: W99000004550

We have received your document for KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM & EDUCATIONAL CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 399A00008339

LAW OFFICES
RICHARD E. WARNER, P.A.
PROFESSIONAL ASSOCIATION
8301 OVERSEAS HIGHWAY
P.O. BOX 501317
MARATHON, FLORIDA 33050-1317
305/743-6022
FAX: 305/743-6216

March 1, 1999

Secretary of State
Division of Corporations
State of Florida
Box 6327
Tallahassee, FL 32314

**RE: KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM &
EDUCATIONAL CENTER, INC.**

Dear Secretary:

Enclosed please find the Articles of Incorporation for the above named corporation for filing which is being resubmitted to you with the corrections you requested. We have enclosed a copy of your letter to us and a copy of the updated **Articles of Incorporation**. Please return the certified copy and the Certificate of Incorporation to me at the above address.

Very truly yours,



Richard E. Warner

REW/ndw
Enclosure

ARTICLES OF INCORPORATION
OF
KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM &
EDUCATIONAL CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation shall be KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM & EDUCATIONAL CENTER, INC.

ARTICLE II

The purpose of the Corporation shall be exclusively to engage in the following nonprofit activities: To establish and perform educational and research programs, and exhibits relating to sea turtles.

The corporation shall also be empowered to accept donations in trust or otherwise, in the form of money and/or property to be used exclusively for the above stated purposes of the corporation. Provided however:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting on or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any

candidate for public office.

(b) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(c) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III

The existence of this Corporation shall be perpetual.

ARTICLE IV

The name and address of the sole subscriber is:

Name

Address

Tina Brown

2146 Overseas Highway
Lot 27
Marathon, FL 33050

ARTICLE V

The affairs of this Corporation shall be managed by a Board of Directors of (3) Directors, and

by a President, Vice-President, Secretary and Treasurer, and the persons holding such offices shall be elected or appointed at annual meetings of the Board of Directors.

Annual meetings of the Board of Directors shall be held each year in the manner established in the Bylaws.

The Bylaws may provide for qualifications of officers and director and their election, apportionment and tenure.

ARTICLE VI

Until the first election or appointment of officers under these Articles of Incorporation the following persons shall serve in the capacities identified below to manage the affairs of the Corporation:

<u>Name</u>	<u>Position</u>
TINA BROWN	PRESIDENT, TREASURER AND BOARD MEMBER
SENIE WONG	VICE PRESIDENT
VICKY GOLDMAN	SECRETARY
DR. LISA BRAMSON	BOARD MEMBER
SEAN CAMPBELL	BOARD MEMBER

ARTICLE VII

The following persons shall constitute the Board of Directors, until the first election thereof:

<u>Name</u>	<u>Address</u>
DR. LISA BRAMSON	5505 5 th Avenue Key West, FL 33040
SEAN CAMPBELL	141 E. 3 rd Court Chuluota, FL 32766
TINA BROWN	2146 Overseas Highway, Lot 27 Marathon, FL 33050

ARTICLE VIII

The Bylaws of the Corporation are to be made, altered or rescinded by the Board of Directors.

ARTICLE IX

The provision of these Articles may be amended at any meeting of the Board of Directors at which a quorum is present by the unanimous vote of the Board. The members are not entitled to vote on the amendment of the articles.

ARTICLE X

This Corporation shall have the power to:

1. make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
2. purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own hold, improve, use or otherwise deal in and with real or personal property, or in any interest therein, wherever situated;
3. acquire, enjoy, utilize and dispose of patent, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;
4. sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;
5. purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use, and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or direct or indirect obligations of the United States, or any other government, state, territory,

government district, municipality, or of any instrumentality thereof.

6. lend money for its corporate purposes; invest and reinvest its funds, and take and hold real property as security for the payment of funds so loaned or invested; and,

7. have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise which do not violate the restrictions set forth in the Internal Revenue Code and regulations concerning 501(c)(3) organizations.

ARTICLE XI

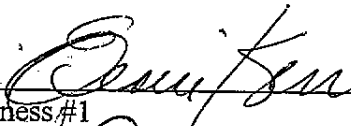
The Corporation shall have the power to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty of such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his capacity as a director, officer, employee or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust or other enterprise on which he served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation may pay such expenses, including attorneys fees, in advance of the final disposition of any such action, suit or proceeding, upon a preliminary determination of the correctness of such person conduct as required by law and upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. The Board of Directors may authorize the purchase and

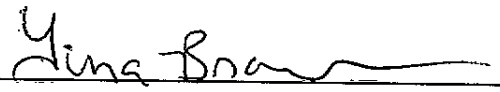
maintenance of insurance to provide indemnification hereunder.

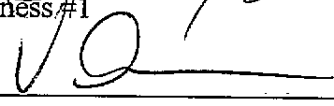
ARTICLE XII

The address of the registered office of the Corporation is 201 William Street, Key, West, FL 33040 and the name of its registered agent at such office is TINA BROWN, which is the address also of the corporation's principal office.

IN WITNESS WHEREOF, I have affixed my names as sole subscriber of KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM & EDUCATIONAL CENTER, INC., this 17th day of February, 1999.


Witness #1



TINA BROWN, Incorporation/Subscriber


Witness #2

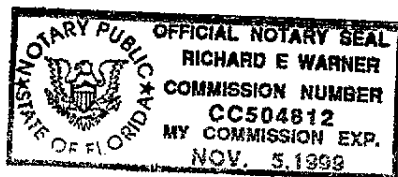
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 17th day of February, 1999, by TINA BROWN, who is personally known to me or has produced FL Drivers License as identification.


Printed Name: Richard E. Warner, Esq.
Notary Public, State of Florida

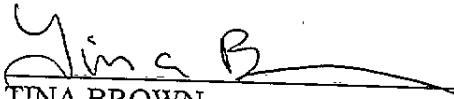
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KEY WEST HISTORICAL TURTLE KRAALS CANNERY MUSEUM & EDUCATION CENTER, INC., at the place designated in the Amendment to the Articles of Incorporation, TINA BROWN agrees to act in this capacity and agrees to comply with the provisions of Chapter 48 Fla. Stat. (1998) relative to keeping open such office.

Date: February 17, 1999


TINA BROWN

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99 MAR -8 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA