P00000011688

TRANSMITTAL LETTER

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

SUBJECT: MILE MARKER ZERO OF KEY WEST, INC.
(Proposed corporate name - must include suffix)

100003094371--5
-01/11/00--01044--012
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- ☐ $70.00 Filing Fee
- ☒ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: MICHAEL MCGRADY
Name (Printed or typed)

1800 ATLANTIC BLVD.
Address

KEY WEST, FL 33040
City, State & Zip

305-304-5723
Daytime Telephone number

FILED
00 JAN 31 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T BROWN FEB - 2 2000

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 2000

MICHAEL MCGRADY
500 TRUMAN AVENUE
KEY WEST, FL 33040

SUBJECT: MILE MARKER O CORPORATION
Ref. Number: W00000001539

We have received your document for MILE MARKER O CORPORATION and your check(s) totaling $78.75. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 600A00002663

January 28, 2000

Therea Brown
Div. of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Ms. Brown:

Enclosed are the new forms as requested to change the corporation name from Mile Marker O, which cannot be use to the following:

Mile Marker Zero of Key West, Inc.

You are holding my check # 11211 of Ramada Inn, which was summit with the original forms. Please do not hesitate to give me a call at 305-304-5723 if you have any questions. Thank you in advance for your time and assistance in this matter.

Sincerely,

Michael McGrady

FILED
00 JAN 31 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
MILE MARKER ZERO OF KEY WEST, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Mile Marker Zero of Key West, Inc..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

500 Truman Avenue
Key West, FL 33040

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of $1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Michael McGrady
1800 Atlantic Blvd.
Monroe County
Key West, FL 33040

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI
DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Michael McGrady, President/Secretary/Treasurer
1800 Atlantic Blvd.
Key West, FL 33040

Jerry Johnson, Vice President
3420 North Roosevelt Blvd.
Key West, FL 33040

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII
OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Michael McGrady, Incorporator/Registered Agent
1800 Atlantic Blvd.
Key West, FL 33040
I accept the designation as registered agent.

State of Florida, County of Monroe,

Subscribed and sworn to (or affirmed) before me this _____ day of __________________,
_____.

____
Notary Public