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ACCOUNT NO. : 072100000032

REFERENCE : 587865 7205244

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : February 14, 2000

ORDER TIME : 11:46 AM

ORDER NO. : 587865-005

000003137030--7

CUSTOMER NO: 7205244

CUSTOMER: Mr. William Anderson 7205244
MR. WILLIAM ANDERSON
MR. WILLIAM ANDERSON
99198 Overseas Hwy
Suite 7
Key Largo, FL 33037

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 3:00

DOMESTIC FILING

NAME: MANAGEMENT ASSOCIATES OF
THE KEYS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 FEB 15 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 2/16/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 3:00

ARTICLES OF INCORPORATION
OF

MANAGEMENT ASSOCIATES OF THE KEYS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MANAGEMENT ASSOCIATES OF THE KEYS, INC.

The address of the principal office of this corporation shall be 74 North Bounty Lane, Key Largo, Florida 33037, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The name and address of the initial member of the Board of Directors is:

Bruno M. Casolari
Dir.

74 North Bounty Lane
Key Largo, Florida 33037

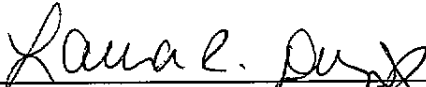
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 3:00

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

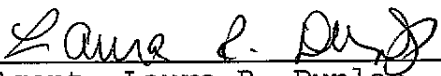
The undersigned incorporator has executed these Articles of Incorporation on February 15, 2000.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

JCM/ebcd