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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

May 3, 2000

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

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

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301


RE: Aloha of Key West, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,


JOHN M. SPOTTSWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

FILED
00 MAY -4 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY - 8 2000

FILED
00 MAY -4 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FIRST: The name of this corporation is: ALOHA OF KEY WEST, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: MORDECHAI ARAZI, 109 Duval Street, Key West, FL 33040. --

FIFTH: The name and address of the initial director is: MORDECHAI ARAZI, whose address is 109 Duval Street, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name and address of the incorporator of this corporation is: MORDECHAI ARAZI, whose address is 109 Duval Street, Key West, FL 33040.

SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The address of the corporation is 109 Duval Street, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of May 2000.

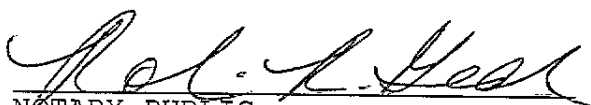
Incorporator:


MORDECHAI ARAZI

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 2nd
day of May 2000, by MORDECHAI ARAZI, who is personally known to me
or who has produced _____
_____ as identification.


NOTARY PUBLIC

ROBIN R. GEDMIN

Printed Name of Notary Public



Robin R. Gedmin
MY COMMISSION # CC794170 EXPIRES
April 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent
contained in the foregoing Articles of Incorporation.


MORDECHAI ARAZI

FILED
00 MAY -4 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA