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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

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

May 23, 2000

FILED
00 MAY 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1582

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

700003265217--7
-05/24/00--01059--010
*****78.75 *****78.75

RE: Southernmost Hideaway, Inc.

Dear Sir or Madam:

Please forward a copy of the Articles of Incorporation for the above referenced corporation. I have enclosed my check in the amount of \$78.75 to cover the cost of the copy. If you require any further information, please do not hesitate to call me or my secretary, Robin Gedmin. Thanking you for your assistance with this matter, I am,

Sincerely,


John M. Spottswood, JR.

JMSjr/rrg
Enclosure
Federal Express

S. Thompson JUN 02 2000

FILED
00 MAY 24 PM 12:56
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FIRST: The name of this corporation is: SOUTHERNMOST HIDEAWAYS, 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: WILLIAM O. KEMP, 121 U.S. Highway One, Suite 103, Key West, FL 33040.

FIFTH: The name and address of the initial director is: WILLIAM O. KEMP, whose address is 121 U.S. Highway One, Suite 103, 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: WILLIAM O. KEMP, whose address is 121 U.S. Highway One, Suite 103, Key West, FL 33040.

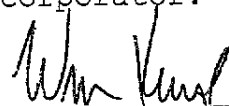
SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.

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 121 U.S. Highway One, Suite 103, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of May, 2000.

Incorporator:



WILLIAM O. KEMP

FILED
00 MAY 24 PM 12:56
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 23rd
day of May, 2000, by WILLIAM O. KEMP, who is personally known to me
or who has produced _____
as identification.

Robin R. Gedmin
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.

William Kemp
WILLIAM O. KEMP