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DENISE ELKHATIB
3850 N. ROOSEVELT BLVD
KEY WEST FL 33040

07/01/2000

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-07/06/00--01012--006
*****78.75 *****78.75

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

Subject: SEABREEZE SHOP OF KEY WEST, INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation. Please return the copy to me certified and file stamped. Also enclosed is the registered agent/office designation and a check in the amount of \$78.75.

Sincerely,

Denise Elkhatib

Denise Elkhatib

FILED
00 JUL -5 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FL 32301

7-7
WCC

ARTICLES OF INCORPORATION
OF
SEABREEZE SHOP OF KEY WEST, INC.

ARTICLE 1 NAME

The name of the corporation shall be
SEABREEZE SHOP OF KEY WEST, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3850 N ROOSEVELT BLVD
KEY WEST FL 33040

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is:

1000 SHARES WITH NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

RONALD A BARKER
3 ARBUTUS DRIVE
KEY WEST FL 33040

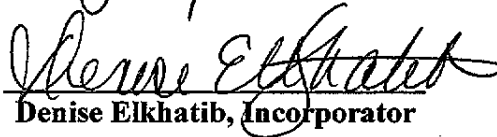
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLE V INCORPORATION

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

**DENISE ELKHATIB
3850 N ROOSEVELT BLVD
KEY WEST FL 33040**

The undersigned has executed these Articles of Incorporation this 1 day of July, 2000.


Denise Elkhatab, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

SEABREEZE SHOP OF KEY WEST, INC.

2. The name and address of the registered agent and office is:

**RONALD A BARKER
3 ARBUTUS DRIVE
KEY WEST FL 33040**

Signature

Denise El-Shahhat
Title: President

Date

July 1, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Ronald A. Barker

Date

7-1-00

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00 JUL -5 PM 12:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE