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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

August 29, 2000

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

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

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-08/31/00--01006--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

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-08/31/00--01006--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


RE: Cates, 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,

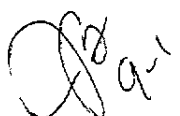
  
JOHN M. SPOTTSWOOD, JR.

JMSjr/rng

Enclosures

Federal Express

FILED  
00 AUG 30 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

FILED

00 AUG 30 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST: The name of this corporation is: CATES, 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: Scott C. Cates.
- FIFTH: The names and addresses of the initial directors are: Scott C. Cates and Joanne V. Cates, whose address is 155 Key Haven Road, 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 names and addresses of the incorporators of this corporation are: Scott C. Cates and Joanne V. Cates, whose address is 155 Key Haven Road, 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 201 William Street, #101, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of August, 2000.

Incorporators:

Scott C. Cates  
SCOTT C. CATES

Joanne V. Cates  
JOANNE V. CATES

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 29<sup>th</sup>  
day of August, 2000, by SCOTT C. CATES and JOANNE V.  
CATES, who are personally known to me or who have produced \_\_\_\_\_  
as identification.

Robin R. Gedmin  
NOTARY PUBLIC

ROBIN R. GEDMIN



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

Printed Name of Notary Public

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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

Scott C. Cates  
SCOTT C. CATES

**FILED**  
00 AUG 30 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA