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MURRAH, DOYLE AND WIGLE, P.A.

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MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2000

KENNETH F. MURRAH
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FAX (407) 644-0820

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

Attn: Corporate Records Bureau

Re: Key West Altamonte, Inc.

400003518474--2
-01/02/01--01074--012
*****78.75 *****78.75

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

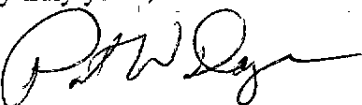
The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$78.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$8.75
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$78.75

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,


PATRICK W. DOYLE

PWD/smb
encs

Pat, 1/8/01

**ARTICLES OF INCORPORATION
OF
KEY WEST ALTAMONTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - Name

The name of the corporation is KEY WEST ALTAMONTE, INC.

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 128 East Colonial Drive, Orlando, FL 32801. The mailing address of the corporation is the same. _

ARTICLE 3 - Shares

This corporation is authorized to issue 5,000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 128 East Colonial Drive, Orlando, FL 32801 and the name of the initial registered agent at that office is MANSOUR MAX SABETI. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

PATRICK W. DOYLE 800 West Morse Boulevard, Suite 1, Winter Park, Florida 32789

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

MANSOUR MAX SABETI	128 East Colonial Drive, Orlando, FL 32801
NARCISO S. PADILLA	1805 Livingston St., Orlando, FL 32803-5520
ARMANDO IDUATE, Trustee	7115 Cantrell Court, Orlando, FL 32835-6175

ARTICLE 8 - Indemnification

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

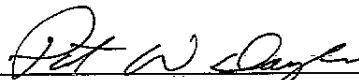
ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 23rd day of December, 2000.



PATRICK W. DOYLE, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted: **KEY WEST**
ALTAMONTE, INC., desiring to organize and qualify under the laws of the State of Florida hereby designates:
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Registered Office: 128 East Colonial Drive, Orlando, FL 32801

Registered Agent: MANSOUR MAX SABETI

Patrick W. Doyle

PATRICK W. DOYLE, Incorporator

DATED: December 23, 2000

**STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.

Mansour Max Sabeti
MANSOUR MAX SABETI
REGISTERED AGENT

DATED: December 27, 2000