

P018000017432

February 1, 2001

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

Subject: **Key West Investments, Inc.**

Enclosed is an original and 2 copies of the articles of incorporation and a check for \$131.25 for filing fee, Certified Copy and Certificate.

000003705600--9
-02/15/01--01046--014
****131.25 *****87.50

From: Ferdinand DeBerardinis

REAL LIFE SOLUTIONS L.C.

277 Royal Poinciana Way #217, PALM BEACH FL 33480
Phone: (561) 689 8888 Fax: (561) 684 0098

FILED
01 FEB 15 PM 7:56
SECRETARY OF STATE
TALLAHASSEE, FL 32304

2-16-01
WC

**ARTICLES OF INCORPORATION
OF**

Key West Investments, Inc.

FILED
01 FEB 15 PM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

+ **ARTICLE I NAME**

The name of the corporation shall be Key West Investments, Inc.

+ **ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

+ **ARTICLE III POWERS**

This Corporation shall have the powers as enumerated in the Florida General Corporation Act, as well as the power to act as Trustee. This Corporation reserves the right to execute and practice full trustee powers. This power is to include holding legal title to real property and/or personally "in trust" for the benefit for other person(s) or trustee(s). This Corporation further reserves the right to carry out specific duties with regard to the property and/or personally as directed by the beneficiary(s) of the real property and/or personally. The Corporation also reserves the right to fully carry out any power given to it affecting the disposition of the real property and/or personally for another person's or entity's benefit.

No current and/or former officer, director, agent or stockholder shall be held personally liable when acting in an official capacity on company business. The Corporation shall indemnify any current and/or former officer, director, agent or stockholder to the full extent permitted by law.

+ **ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is 10,000 shares of common stock having a par value of \$00.001 per share.

ARTICLE V ADDRESS

The street address of the initial registered office of the corporation shall be
4400 W Sample Road, Suite 240, Coconut Creek FL 33073
and the name of the initial Registered Agent for the corporation at that address is
Ferdinand DeBerardinis PA

ARTICLE VI SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that anyone or more of the directors of the corporation is or are interested in a contractor transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Ian Riddington -----	Director
Philip Deberardinis -----	Director

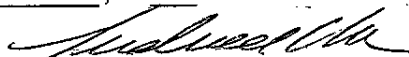
ARTICLE X INCORPORATOR

The name and address of the Incorporator
is:

Ferdinand DeBerardinis PA
4400 W Sample Road Suite 240
Coconut Creek FL 33073

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this February 13, 2001.

Incorporator:

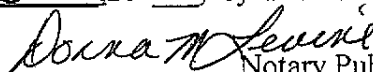

Ferdinand DeBerardinis PA

«« STATE OF FLORIDA »»

«« COUNTY OF BROWARD »»

The foregoing instrument was executed and acknowledged before me
this, February 13, 2001, by Ferdinand DeBerardinis
PA.

(SEAL)


Notary Public
State of Florida
My Commission Expires:



Donna M Levine
My Commission CC74214
Expires May 13, 2002

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida;

Key West Investments, Inc.

A corporation organizing under the laws of the State of Florida, with its principal office located at 4400 W Sample Road, Coconut Creek FL 33073, has named

Ferdinand DeBerardinis PA
4400 W Sample Road, Suite 240,
Coconut Creek, FL 33073

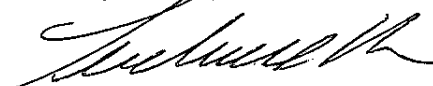
as its Agent to accept service of process within this State.

FILED
01 FEB 15 PM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE :

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Ferdinand DeBerardinis PA

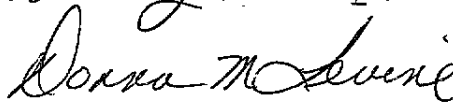
«« STATE OF FLORIDA »»»

«« COUNTY OF BROWARD »»»

BEFORE ME, the undersigned authority, this day personally appeared Ferdinand DeBerardinis PA, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this

February 13, 2001


Notary Public State of Florida

My Commission Expires:

 Donna M. Levine
My Commission CC742144
Expires May 13, 2002