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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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FLORIDA PROFIT CORPORATION OR P.A.

KEYRENTALS, INC.

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B. McKnight MAY 02 2001



Conch

Fax (305) 743-0677 Realty Sales Inc.

Ph (305) 743-8877 11400 Overseas Hwy. Suite 205
Marathon, FL 33050

DATE: 5/2/01

of Pages

TO: Becky

FROM: ADAM

RE: CORPORATE NAME

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Dear Becky,

I realize the similarity between
Keyrentals, Inc and Key rentals of Florida, Inc.
and Absolve you of any problem that may arise
between the two companies later in this
matter. Please Fax me back the names of
you and your supervisor for my corporation
File. I have a house closing that is stalled
because of this now, so please Fax me back
on this matter so we can continue with
business.

Sincerely,

Adam

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ARTICLES OF INCORPORATION

OF

KEYRENTALS, INC.

(A SMALL BUSINESS CORPORATION)

We, the undersigned, with other persons being desirous of forming a corporation, under the Laws of the State of Florida, by and under the provisions of the Florida Statutes, providing for the formulation, liability, rights, privileges, and immunities of a Corporation for profit, state the following:

ARTICLE I.

The name of the corporation shall be: KEYRENTALS, INC., a for profit Corporation organized under *Chapter 607 Florida Statutes*.

ARTICLE II.

The address of the principal office of this corporation shall be:

11400 Overseas Highway
Suite 101
Marathon, Florida 33050,

and the mailing address of the corporation shall be the same.

ARTICLE III.

The general purpose for which KEYRENTALS, INC. is organized is:

To acquire by purchase, lease, otherwise, lands and interest in lands, and to own, hold,

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617 Whitehead Street
Key West, FL 33040
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improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held, by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, and securities, or other evidences of

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indebtedness created by any other corporation, of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, and to transact any further and other business necessary or necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount, and to have use, exercise and enjoyment of all of the general powers of like corporations.

To do any and/or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts named above.

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or interference from the terms of any other Articles but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV.

The total number of shares of stock which KEYRENTALS, INC., is authorized to issue is ONE THOUSAND (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V.

This Corporation is to exist perpetually.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Adam Angermann
11400 Overseas Highway
Suite 101
Marathon, Florida 33050

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ARTICLE VII.

The name and address of the incorporator of these Articles is:

Adam Angermann
11400 Overseas Highway
Suite 101
Marathon, Florida 33040

ARTICLE VIII.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, the full extent permitted by law including but not limited to *Florida Statutes §607.0850*, as amended from time to time.

ARTICLE X.

Stockholders of this Corporation may enter into such stockholders and trustee agreements as they may see fit wherein such stockholders may limit their voting rights by virtue of such stockholders and trustee agreements.

ARTICLE XI.

The amount of capital with which this Corporation shall commence business is Five Hundred

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ARTICLE XII

The street address of the initial registered office of the corporation shall be:


11400 Overseas Highway
Suite 101
Marathon, Florida 33050,

and the name of the initial registered agent of the corporation at that address is:

Adam Angermann

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Adam Angermann, 11400 Overseas Highway, Marathon, Florida 33050, is the name of the initial registered agent of the corporation at that address, having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of position of Registered Agent under Florida Statutes, and consents to service of process which shall be sufficient to bind said Corporation.


Adam Angermann
Registered Agent / Incorporator

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ACKNOWLEDGMENT

STATE OF FLORIDA }

COUNTY OF MONROE }

I hereby certify that on this date before me, _____, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared ADAM ANGELMANN, [known to me to be or who proved to my satisfaction that he is] the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the instrument.

Sworn to and subscribed before me on this 26 day of April, 2001.

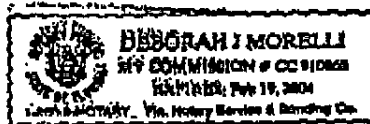
Deborah J. Morelli

Name:

Notary Public in and for the State of Florida

My commission expires on _____.

[Seal]



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