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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 456422 81805A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 2001

ORDER TIME : 10:50 AM

ORDER NO. : 456422-005

CUSTOMER NO: 81805A

CUSTOMER: Ms. Deborah K. Lewis
Thomas G. Eckerty, Esq

400004567554--9

Suite 89
12734 Kenwood Lane
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: MEPHISTO KEY WEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

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01 SEP -4 AM 11:26
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MEPHISTO KEY WEST, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator desiring to form a corporation (hereinafter referred to as the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Florida Statutes 607 et. seq., and hereby certifies as follows:

ARTICLE I - NAME

The name of the Corporation is MEPHISTO KEY WEST, INC., and the mailing address for the Corporation is 601 Duval Street, #5, Key West, Florida 33040.

ARTICLE II - DURATION

The period for which the Corporation shall continue is Perpetual.

ARTICLE III - PURPOSES

The Corporation is being formed for the general purpose of conducting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

The Corporation also retains the right to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time, including but not limited to the following:

- 1) **Capacity to Act:** To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to laws.
- 2) **To Deal in Personal Property:** To acquire (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein. Personal property shall include live stock of every variety and description.
- 3) **To Deal in Real Property:** To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
- 4) **To Act as Agent:** To act in any state in which the Corporation is qualified to do business, as agent or representative for any individual, association, corporation or legal entity, respecting business which the Corporation is authorized to transact.
- 5) **To Make Contracts:** To enter into, make, perform, and carry out, or cancel and

rescind, contracts for any lawful purposes pertaining to its business.

6) To Deal in Patent Rights: To acquire (by purchase, exchange, lease, hire or otherwise), hold, use, sell, lease, assign or grant licenses or sub-licenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, invention, improvements, processes, copyrights, trademarks and trade names.

7) To Deal in Good Will: To acquire (by purchase, exchange, lease, hire or otherwise) all, or any part, of the good will, rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the Corporation or otherwise; to hold, utilize and in manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

8) To Execute Guaranties: To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations.

9) To Enter into Partnerships: To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the Corporation.

10) To Raise Funds: To borrow or raise monies for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the times owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation to its corporate purposes.

11) To Deal in its Own Securities: To acquire (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Florida, EXCEPT that the Corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, and EXCEPT that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.

12) Rights, Privileges and Powers: Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in the Act.

13) General Clause: To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental

permitted by the State of Florida, or by the provisions of these Articles of Incorporation.

14) Construction of Foregoing Sections: The foregoing sections shall be construed as purposes as well as powers and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any of such sections shall not be construed as limiting or restricting in any manner either the meaning of general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The Corporation shall not, however, carry or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of no par value common stock.

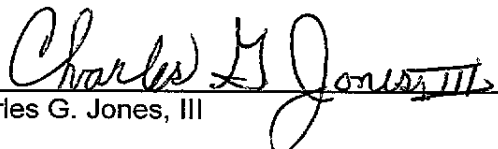
ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 601 Duval Street, #5, Key West, Florida 33040.

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation is Charles G. Jones, III, and his post office address is 4642 Meridian Circle, North Fort Myers, Florida 33903.

I, Charles G. Jones, III, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Charles G. Jones, III

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Section 1. Number of Directors: The initial Board of Directors is composed of two (2) members. The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number, but shall never be less than one (1). Directors need not be stockholders.

Section 2. Names and Addresses of Initial Board of Directors: The names and post office addresses of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Charles G. Jones, III	4642 Meridian Circle North Fort Myers, Florida 33903

Rosemary Armstrong

6602 Griffin Boulevard
Fort Myers, Florida 33908

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ARTICLE VIII - INCORPORATOR

The name and post office address of the incorporator is Rosemary Armstrong, whose address is 6602 Griffin Boulevard, Fort Myers, Florida 33908.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of August, 2001.

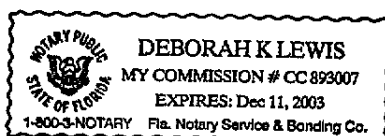
Attest:

Thomas G. Bchonty
Print name: Thomas G. Bchonty
Deborah K. Lewis
Print name: DEBORAH K. LEWIS

Rosemary Armstrong
Rosemary Armstrong

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 31st day of August, 2001, by Rosemary Armstrong, who is personally known to me, or who produced _____ as identification, and who did/did not take an oath.



Deborah K. Lewis
Deborah K. Lewis, Notary Public
My Commission Expires: December 11, 2003
Commission No.: CC893007