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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

keys garden estates, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

KEYS GARDEN ESTATES, INC.

a Florida Corporation

ARTICLE I: NAME

The name of this corporation is:

KEYS GARDEN ESTATES, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly

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as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INTIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

**8901 S.W. 129TH STREET
MIAMI, FLORIDA 33176**

The name of the initial registered agent of this corporation is:

AGUSTIN J. PEREZ

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

| | |
|--------------------------|--|
| Agustin J. Perez: | 8901 S.W. 129 Street Miami, Florida 33176 |
|--------------------------|--|

| | |
|-------------------------|--|
| Jose R. Martell: | 8901 S.W. 129 Street Miami, Florida 33176 |
|-------------------------|--|

ARTICLE VIII: INDEMNIFICATION

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

ARTICLE IX: INCORPORATORS

The name and address of the person(s) signing these articles of incorporation are:

Agustin J. Perez: 8901 S.W. 129 Street
Miami, Florida 33176

Jose R. Martell: 8901 S.W. 129 Street
Miami, Florida 33176

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have)
executed these Articles of Incorporation this 8 day of August, 2003.


AGUSTIN J. PEREZ


JOSE R. MARTELL

STATE OF FLORIDA
COUNTY OF DADE

8 The foregoing instrument was acknowledged before me on this
day of August, 2003 by AGUSTIN J. PEREZ who is personally known
to me or who has produced _____ as identification and
who did take an oath.

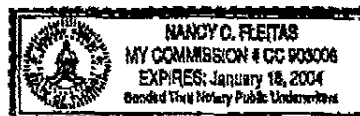

Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF DADE

8 The foregoing instrument was acknowledged before me on this
day of August, 2003 by JOSE R. MARTELL who is personally known
to me or who has produced _____ as identification and
who did take an oath.


Notary Public, State of Florida
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted:

KEYS GARDEN ESTATES, INC.

desiring to organize or qualify under the laws of the State of Florida, with
its principal place of business in the City of Miami, County of Miami-Dade,
State of Florida, has named:

AGUSTIN J. PEREZ

as its agent to accept service of process within the State of Florida, with
the registered address as:

**8901 S.W. 129 STREET
MIAMI, FLORIDA 33176**

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: THIS 8 DAY OF AUGUST, 2003.


REGISTERED AGENT

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TALLAHASSEE, FLORIDA