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P95000012636

February 8, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32304

Dear Sir:

Please find enclosed an original Certificate of Incorporation along  
with one copy to be certified for the following corporation:

KEYS ULTRA REALTY CORP.

together with my check in the sum of \$122.50 covering filing fee,  
charter taxes, resident agent fees and a certified copy of the  
Articles of Incorporation.

  
Edward Waltermán

Encls.

FILED  
1995 FEB 13 PM 1:46  
TALLAHASSEE, FLA.

2/15/95  
P95-12636

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JAN 13 1966

CERTIFICATE OF INCORPORATION

We, The Undersigned, in order to form a corporation for the purposes hereinafter stated, under the laws of the State of Florida, do hereby make, subscribe and acknowledge to the following certificate of incorporation.

I

The name of the Corporation shall be:

KEYS ULTRA REALTY CORP.

II

(a) The corporation shall exercise and enjoy all of the rights, powers and privileges incident to the corporation for profit organized and existing under the laws and constitution of the State of Florida.

III

The authorized capital stock of the corporation shall consist of 100 shares of ten cent par value. All stock when issued shall be fully paid and non-assessable. The entire capital stock or any portion may be paid for in cash, property or services for a consideration having a value in the judgement of the Board of Directors of the corporation at least equivalent to the full value of the stock so to be issued.

IV

The corporation shall have perpetual existence.

V

The principal office of the Corporation shall be:

c/o Edward Waltermann, Esq.  
9010 S.W. 137 Ave. Suite 212, Miami, FL. 33186

VI

1. The Board of Directors shall consist of not less than one person who shall hold office for the first year of the Corporations existence, or until his successor is elected and qualified.

The name and address of the first Board of Directors is:

Harold Newburn, c/o Edward Waltermann Esq. 9010 S.W.  
137 Ave. Miami, FL. 33186.

VII

The name and address of the subscriber of this Certificate of Incorporation, the statement of the amount of shares he agrees to take is:

Edward Waltermann, 9010 S.W. 137 Ave Miami, FL.  
33186--- 1 share.

The names and post office addresses of the officers who are to hold office for the first year of the Corporations existence, or until their successors are elected and qualified are:

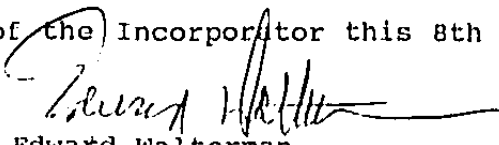
HAROLD NEWBURN, President  
c/o Edward Waltermann, Esq.  
9010 S.W. 137 Ave. Miami, FL. 33186

EDWARD WALTERMAN, Secretary-Treasurer  
9010 S.W. 137 Ave. Miami, FL. 33186

That the undersigned, desiring to organize under the laws of the State of Florida, with its principal office and place of business as indicated herein at

9010 S.W. 137 Ave. Miami, Florida 33186  
has designated Edward Waltermann, Esq. whose address is 9010 S.W. <sup>137</sup> Ave Miami, FL. 33186 as its agent to accept service of process within this state.

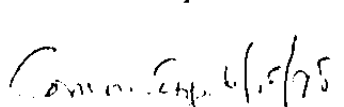
Witness the hand and seal of the Incorporator this 8th day of February.

  
Edward Waltermann

State of Florida )  
                          ) SS:  
County of Dade )

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments in this state and county, personally appeared Edward Waltermann to me well known to be the person who executed the foregoing Certificate of Incorporation, and who acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and seal this 8th day of February, 1955.

 6/5/75  
Notary Public State of Florida

ACCEPTANCE OF RESIDENT AGENT

THE undersigned hereby acknowledges being designated as  
Resident Agent for

KEYS ULTRA REALTY CORP.

and accepts said appointment.

Dated: February 8, 1995

  
Edward W. Torman

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