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100 W. Cypress Creek Road
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RECEIVED
STATE OF FLORIDA
MAY 22 8:20 AM '95

May 15, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200001495732
-05/22/95--01066--009
***122.50 ***122.50

Re: K & W KEY LARGO CORP.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Resident Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

Dale A. Heckerling
Dale A. Heckerling

DAH/me
Enclosures

5/23/95
(Z)

ARTICLES OF INCORPORATION
OF
R & W KEY LARGO CORP.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 22 PM 6:20

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

R & W KEY LARGO CORP.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the corporation is:

2210 S.W. 57th Avenue, Hollywood, FL 33023

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Harold M. Winters
2210 S.W. 57th Avenue, Hollywood, FL 33023

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial Director of this Corporation and his street address is:

Dale A. Heckerling
9100 South Dadeland Blvd., Suite 1707
Miami, FL 33156

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Dale A. Heckerling
9100 South Dadeland Blvd., Suite 1707
Miami, FL 33156

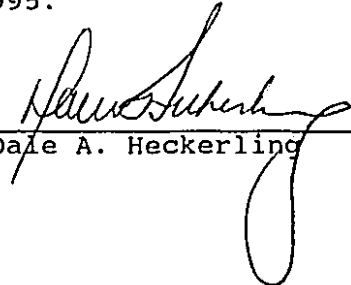
ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 15th day of May, 1995.



Dale A. Heckerling

STATE OF FLORIDA

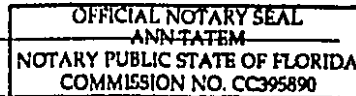
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th
day of May, 1995 by Dale A. Heckerling, who is personally known to
me or who has produced _____
as identification and who did (did not) take an oath.

Ann Tatem Notary Public

(SEAL ABOVE)

Commission No. _____



(Name of Notary typed ANN TATEM)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

95 MAY 22 11 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

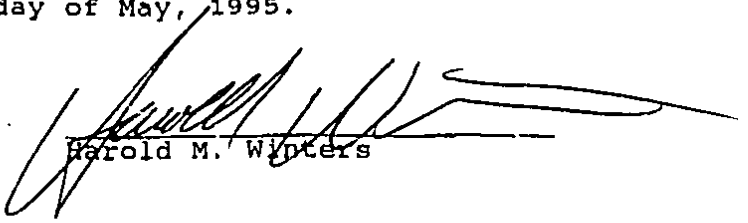
Pursuant to Sections 48.091 and 607.0501
Florida Statutes, the following is submitted, in compliance
with said Sections:

That R & W Key Largo Corp., desiring to organize under
the laws of the State of Florida, has named Harold M.
Winters, located at 2210 S.W. 57th Avenue, Hollywood, FL 33023 ,
City of Hollywood, County of Broward, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for
the above stated Corporation, at the place designated in
this certificate, Harold M. Winters hereby agrees to act in this
capacity, and agrees to comply with the provisions of said Act
relative to keeping open said office.

Dated this 10 day of May, 1995.


Harold M. Winters