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SPOTTSWOOD, SPOTTSWOOD AND SPOTTWOOD
ATTORNEYS AND COUNSELORS AT LAW
POST OFFICE BOX 1900
800 FLEMING STREET
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1978)

June 2, 1995

TELEPHONE
305 - 294 - 9558
TELECOPIER
305 - 292 - 1982

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-06/07/95--01078--018
****122.50 ****122.50

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

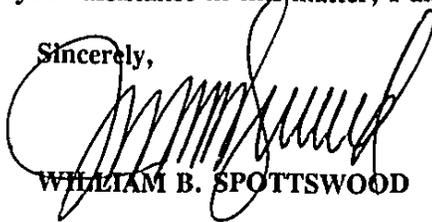
RE: PARADISE FOUND, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for **PARADISE FOUND, INC.**, a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Melinda. Thanking you for your assistance in this matter, I am

Sincerely,


WILLIAM B. SPOTTSWOOD

/mr

Enclosures

SDG

FILED
95 JUN -6 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

95 JUN -6 AM 10:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

- FIRST: The name of this corporation is: PARADISE FOUND, INC.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: Julian Kainan, 601 Duval Street, Key West, FL 33040.
- FIFTH: The name and address of the initial director is: Julian Kainan, whose address is 601 Duval Street, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The name and address of the incorporator of this corporation is: Julian Kainan, whose address is 601 Duval Street, Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is 601 Duval Street, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of June, 1995.

Incorporator:

Julian Kainan
JULIAN KAINAN

STATE OF FLORIDA

COUNTY OF MONROE

18th The foregoing instrument was acknowledged before me this day of June, 1995, by Julian Kainan, who is personally known to me.



NOTARY PUBLIC

MELINDA ROBERTS

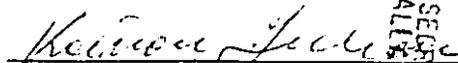
Printed Name of Notary Public

My Commission expires:

OFFICIAL NOTARY SEAL
MELINDA ROBERTS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 230763
MY COMMISSION EXP SEPT 26, 1996

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.


JULIAN KAINAN

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95 JUN -6 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA