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JOSEPH B. ALLEN, III
ATTORNEY AT LAW

617 WHITEHEAD STREET, KEY WEST, FLORIDA 33040
TELEPHONE (305) 206-4620

June 2, 1995

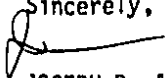
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find one (1) set of signed, original Articles of Incorporation for CONCH RESTORATIONS, II. Also enclosed is one (1) copy of same, and our check in the amount of \$122.50, which I understand includes the nominal fee for a certified copy of Articles of Incorporation to be returned to us.

If you require any further information or assistance, please do not hesitate to contact our office.

Sincerely,



JOSEPH B. ALLEN, III

JBA/mam
Enclosures as stated

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Patrice _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 6/16/95
DOC. EXAM. SAB

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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6/16/95

ARTICLES OF INCORPORATION

OF

CONCH RESTORATIONS, II, INC.

FILED

85 JUL 12 11 13 32

CLERK OF THE COURT
JUL 12 1985

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is CONCH RESTORATIONS, II, INC.

ARTICLE II.

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

The maximum number of shares of stock that this corporation

is authorized to have outstanding at any time is ten thousand (10,000) of common stock, each share having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors, of this corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial street address of the principal office of this corporation is to be 1016 Howe Street, Key West, FL 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office.

ARTICLE VII.

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of

the initial director of this corporation is:

NAME

ADDRESS

RIC LIGHTNER

1016 Howe Street
Key West, FL 33040

ARTICLE VIII.

The name and address of the persons signing these Articles of Incorporation is:

NAME

ADDRESS

RIC LIGHTNER

1016 Howe Street
Key West, FL 33040

ARTICLE IX.

The corporation registered office shall be at 1016 Howe Street, Key West, FL 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

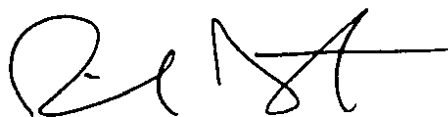
ARTICLE X.

RIC LIGHTNER shall be registered or resident agent of this corporation and his address is 1016 Howe Street, Key West, FL 33040.

ARTICLE XI.

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 him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of June, 1995.

A handwritten signature in dark ink, appearing to read 'Ric Lightner', written over a horizontal line.

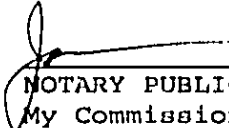
RIC LIGHTNER

STATE OF FLORIDA)
COUNTY OF MONROE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, RIC LIGHTNER, to me well known and known to me to be the individual described in and who executed the foregoing articles of incorporation or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Key West, said County and State, this 1st day of June, 1995.

(SEAL)



NOTARY PUBLIC
My Commission Expires



JOSEPH B. ALLEN, III
COMMISSION # CC 454170
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

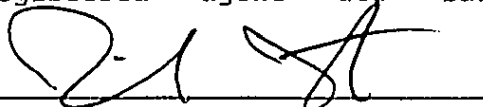
CERTIFICATE OF REGISTERED OR RESIDENT AGENT

STATE OF FLORIDA)

COUNTY OF MONROE)

BEFORE ME, this day personally appeared RIC LIGHTNER, who
being first duly sworn, deposes and says as follows:

That I am familiar with and accept the duties and
responsibilities as registered agent for said
corporation.


RIC LIGHTNER

SWORN TO AND SUBSCRIBED before me this 1st day of
June, 1995.


NOTARY PUBLIC

My Commission Expires:

(SEAL)



JOSEPH B. ALLEN, III
COMMISSION # CC 454170
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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