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STEVEN B. ESQUINALDO, P.A.

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Steven B. Esquinaldo
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September 14, 1995

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***122.50 ***122.50

Florida Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32314

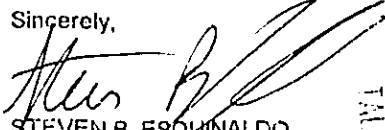
Re: Articles of Incorporation for M AND R OF KEY WEST, INC.

To Whom It May Concern:

Enclosed for filing please find an original and one copy of the Articles of Incorporation and a Certificate Designating Registered Agent for Service of Process for the above-referenced corporation. Please file the original Articles as soon as possible, and return a certified copy of the Articles and the Designation of Registered Agent to this office in the enclosed self-addressed, stamped envelope.

We have enclosed our check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars, representing your fees for these services. In the event that you have any questions and/or require any other information, I encourage you to contact me.

Sincerely,


STEVEN B. ESQUINALDO
For the Firm

SBE:mna

Enclosures as stated.

cc: Reed D. Lowrey, Jr.

FILED
95 SEP 15 AM 11
TALLAHASSEE, FLORIDA

9-18-95

ARTICLES OF INCORPORATION

OF

M AND R OF KEY WEST, INC.

FILED

95 SEP 15 AM 10:11

SECRET
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is:

M AND R OF KEY WEST, INC.

and its mailing address is 1213 14th Street, Lot 136, Key West, Florida 33040, and its business address is 3850 N. Roosevelt Blvd, Key West, Florida 33040.

SECOND: The period of its duration is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock with a par value of \$1.00 per share.

FIFTH: The address of its initial registered office is:

625 Whitehead Street
Key West, Florida 33040

and the name of its initial registered agent at said address is:

Steven B. Esquinaldo, Esq.

SIXTH: The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

REED D. LOWREY, JR.
1213 14th Street, Lot 136
Key West, Florida 33040

EIGHTH: The name and address of the incorporators are:

REED D. LOWREY, JR.
1213 14th Street, Lot 136
Key West, Florida 33040

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Key West, Florida, on the 14th day of September, 1995.

Reed D. Lowrey, Jr.
REED D. LOWREY, JR.
Incorporator

STATE OF FLORIDA)

COUNTY OF MONROE)

SWORN TO and subscribed before me this 14th day of September, 1995, by REED D. LOWREY, JR., who is personally known to me or who has provided N/A as identification.

Michelle M. Averette
Notary Public/State of Florida

(SEAL)



MICHELLE M. AVERETTE
MY COMMISSION # CG 234562 EXPIRES
October 8, 1998
BONDED THRU TROY FAH INSURANCE, INC

(Printed Name of Notary)

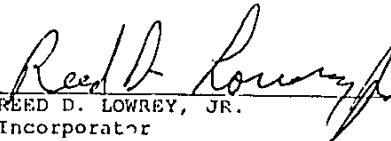
Commission Expiration Date

Commission Number, if any.

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR ACCEPTING SERVICE OF PROCESS WITHIN THIS STATE

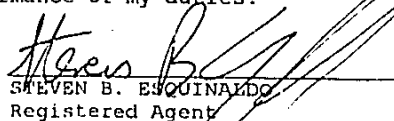
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

First, that M AND R OF KEY WEST, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Key West, State of Florida, has named STEVEN B. ESQUINALDO of STEVEN B. ESQUINALDO, P.A., 625 Whitehead Street, Key West, Florida 33040, as its agent to accept service of process within the State of Florida.


REED D. LOWREY, JR.
Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.


STEVEN B. ESQUINALDO
Registered Agent

FILED
95 SEP 15 AM 10:11
TALLAHASSEE, FLORIDA