

LAW OFFICES
DAVID L. JACOVITZ
Professional Association

P96000003518

January 2, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Key West Sub and Pub, Inc.

300001681863
-01/08/96--D1095--011
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the original of Articles of Incorporation for the above-named corporation. We have also enclosed our firm check in the amount of \$70.00 which represents a filing fee. Please return a letter of confirmation.

If you have any questions regarding these enclosures, please do not hesitate to contact my office immediately.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

David L. Jacovitz

DLJ/s
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN -8 AM 10:13

FILED

Handwritten signature and date:
1-9-96

ARTICLES OF INCORPORATION
OF
KEY WEST SUB AND PUB INC

FILED
95 JAN -8 11:00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of KEY WEST SUB AND PUB Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KEY WEST SUB AND PUB Incorporation,

The principal place of business of this corporation shall be

8 Minuteman Causeway, Cocoa Beach, Florida 32931.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

corporation shall be 8 Minuteman Causeway , Cocoa Beach, Florida 32931, and the name of the initial registered agent of the corporation at that address is Sandra Daniels.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: Sandra Daniels Minuteman Causeway, Cocoa Beach, Florida

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Sandra Daniels 32 AZALEA DRIVE
Cocoa Beach, Florida 32931

ACCEPTANCE AS REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 3 day of January, 1996 as subscriber and registered agent of the above corporation. The undersigned having been named as registered agent for the purpose among

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

other responsibilities of accepting service of process for said corporation at the place designated as office of the registered agent, hereby accepts the appointment. The undersigned agrees to act within this capacity, to comply with Florida Statutes regarding my duties and states that I am familiar with and accept the obligations of my position as registered agent.

Sandra Daniels (SEAL)
Sandra Daniels, as subscriber
and in acceptance of designation as
registered agent

STATE OF FLORIDA)

COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 4th day of January 1996, by Sandra Daniels, who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Katherine B. Diamondis

Print: Katherine B. Diamondis

State of Florida at Large
My Commission Expires:



KATHERINE B. DIAMONDIS
MY COMMISSION # CC458387 EXPIRES:
June 4, 1999
BONDED THRU TROY FA'N INSURANCE, INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
56 JUN 19 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Key West Sub and Pub Incorporation
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

THE REGISTERED AGENT OF THE CORPORATION
SHALL BE CHANGED TO DIANE M. MEADOWS
THE REGISTERED OFFICE WILL BE B E. MINUTEMAN
CAUSEWAY, COCOA BEACH FL 32931

ARTICLE 7 SHALL BE AMENDED TO READ
PRESIDENT - DIANE M. MEADOWS B E. MINUTEMAN CAUSEWAY
COCOA BEACH FL 32931

VICE PRESIDENT - DIANE M. MEADOWS B E. MINUTEMAN CAUSEWAY
COCOA BEACH FL 32931

SECRETARY - DIANE M. MEADOWS B E. MINUTEMAN CAUSEWAY
COCOA BEACH FL 32931

TREASURER - DIANE M. MEADOWS B E. MINUTEMAN CAUSEWAY

I HEREBY ACCEPT DESIGNATION AS THE
REGISTERED AGENT

Diane M. Meadows

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 18th, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 18th of June, 19 96

Signature Diane M. Meadows
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Diane M. Meadows
Typed or printed name

President
Title