

P960000065/95

LTD Management Company
1075 Duval Street
Suite C-17
Key West, Florida 33040

July 26, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/02/96--01050--013
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find a signed original of the Articles of Incorporation for LTD Management Company and a duplicate copy of the same to be returned to the undersigned.

Also enclosed is a check for \$122.50 for the following fees and taxes:

Filing Fee	\$ 35.00
Fee for Return of Certified Copy	\$ 52.50
Acceptance of Registered Agent	\$ 35.00
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	\$ 122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to the undersigned at the above address.

Yours truly,

James Heffernan

James Heffernan
Enclosures

OK per
Karan Meyer
8/5/96 @ 2:30pm
J.C.

ARTICLES OF INCORPORATION
OF
LTD MANAGEMENT COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) is LTD MANAGEMENT COMPANY.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, are as follows:

To carry on all aspects of the business of providing management services including but not limited to personnel, operations, and financial services to guest houses, bars and restaurants.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments or every character, including all equipment, fixtures, machinery implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choices in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages, and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and in any manner deal with and contract with references to:

(a) inventions, devices, formulae, processes and improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To have all the powers conferred upon corporations organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue to 100, all of which are of par value of \$1.00 each, and are of the same class and are to be COMMON shares.

FIFTH: Each share of the corporation shall entitle the holder thereof to a pre-emptive right, for a period of thirty days, to subscribe for purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used hereof, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 1075 Duval Street, Suite C-17, Key West, Florida 33040, County of MONROE; and the name of the initial registered agent of the corporation at such address is James Heffernan.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is (1).

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation are as follows:

NAME
James Heffernan

ADDRESS
1075 Duval Street
Suite C-17
Key West, Florida 33040

EIGHTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Heffernan	1075 Duval Street Suite C-17 Key West, Florida 33040

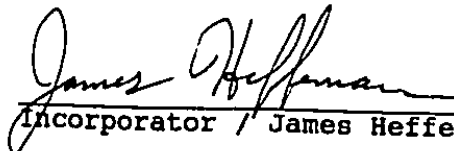
NINTH: The initial office address of this corporation in the State of Florida is:

1075 Duval Street Suite C-17
Key West, Florida 33040

TENTH: 1. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall insure to the benefit of the heirs, executors and administrators of such a person.

Signed on July 30, 1996


Incorporator / James Heffernan

ACKNOWLEDGEMENT

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STATE OF FLORIDA

COUNTY OF DADE

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) S.S.:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this 30th day of July, 1996, before me, a Notary Public in and for the State and Country aforesaid, personally appeared James Heffernan, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of LTD Management Company and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.



Colley Horgan
Notary Public

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

James Heffernan
James Heffernan