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(407) 668-4451
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August 19, 1996

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

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***122.50 ***122.50

Re: Lively Largo, Inc.

Dear Sirs:

Enclosed herein are the Articles of Incorporation of Lively Largo, Inc. Please file these papers and return to us in the enclosed stamped addressed envelope. A check in the amount of \$122.50 payable to the Secretary of State is enclosed to cover the filing fees consisting of the following:

Filing fees:	\$ 35.00
Certified copy:	52.50
Reg. Agent Designation:	35.00
	<u>\$122.50</u>

If you have any questions, please do not hesitate to call.

Sincerely,

Donald B. Smith

DBS/my
Enclosures

96 AUG 21 AM 9:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
8/23/96
TD

ARTICLES OF INCORPORATION
OF
LIVELY LARGO, INC.

WE, THE UNDERSIGNED, being natural persons of legal age, do hereby desire to form a corporation under the laws of the state of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be LIVELY LARGO, INC., a Florida corporation. The principal place of business of this corporation shall be: 201 County Road, Big Pine Key, Florida 33043.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers authorized or permitted by law or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 600 shares of common capital stock having a par value of \$1.00 per share. The consideration to be paid for each share

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CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

of stock shall be fixed by the Board of Directors of this corporation.

The names and number of shares of the shareholders of this corporation are as follows:

ALTON J. LIVELY	300 shares
BETTY LIVELY	300 shares

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 County Road, Big Pine Key, Florida 33043, and the name of the initial Registered Agent of this corporation at that address is: ALTON J. LIVELY.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than two members, as fixed from time to time by the By-Laws of this corporation, and the Board of Directors shall be elected or appointed by the shareholders of the corporation but it shall not be necessary for any such Director to be a shareholder of the corporation.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified are:

ALTON J. LIVELY	201 County Road Big Pine Key, FL 33043
BETTY LIVELY	201 County Road Big Pine Key, FL 33043

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of this corporation are:

ALTON J. LIVELY

201 County Road
Big Pine Key, FL 33043

BETTY LIVELY

201 County Road
Big Pine Key, FL 33043

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

ARTICLE VIII

INDEMNIFICATION

Every Director, Officer, employee or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys fee, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a part or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct

in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 16 day of August, 1996.

Alton J. Lively
ALTON J. LIVELY
Betty Lively
BETTY LIVELY

STATE OF FLORIDA
COUNTY OF VOLUSIA *Minors*

The foregoing instrument was acknowledged before me this 16 day of August, 1996, by ALTON J. LIVELY and BETTY LIVELY, who are both personally known to me and who did take an oath.

Melanie T. Fecher
Notary Public
(Name)



CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS

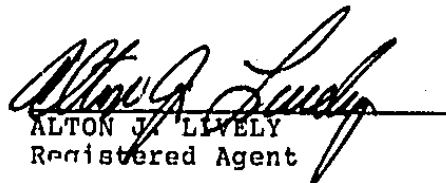
WITHIN THIS STATE NAMING UPON WHOM

PROCESS MAY BE SERVED

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that LIVELY LARGO, INC., desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation in the city of Big Pine Key, County of Monroe, state of Florida, has named ALTON J. LIVELY, of 201 County Road, Big Pine Key, Florida 33043, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ALTON J. LIVELY
Registered Agent

FILED
JAN 21 1966
9:35
CLERK OF COURT
JAN 21 1966