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GABRIELLE BECKER
70 Ocean Front Drive
Key Largo, Florida 33037

October 15, 1996

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-10/29/96--01124--002
****112.50 ****112.50

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

Enclosed please find two copies of the Articles of Incorporation for filing, and a check in the amount of \$112.50 for the filing fees for the corporation listed below:

KEY LARGO BOOKKEEPING, INC.
70 OCEAN FRONT DRIVE
KEY LARGO, FLORIDA 33037

Please file and return a time-stamped copy to me.

Very truly yours,

Gabrielle Becker

Gabrielle Becker
President

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 2:11:31

af 10/31/96

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STATE
RECORDS
96 OCT 12 AM 11:31

ARTICLES OF INCORPORATION

OF

KEY LARGO BOOKKEEPING, INC.

The undersigned subscriber to these Articles of 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 LARGO BOOKKEEPING, INC.

The principal place of business of this corporation shall be:

70 OCEAN FRONT DRIVE, KEY LARGO, FLORIDA 33037

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 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 800 East Jeffrey St. - Suite 409, Boca Raton, Florida 33487 and the name of the initial registered agent of the corporation at that address is David Yudenfreund, C.P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall be managed by a Board of Directors of at least one (1) Director. The Directors shall be elected by the shareholders of the Corporation. The name and the street address of the person who is to serve as a member of the initial Board of Directors is as follows:

Name:
Gabrielle Becker

Address:
70 Ocean Front Drive
Key Largo, Florida 33037

ARTICLE VII. SUBSCRIBER

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

Gabrielle Becker
70 Ocean Front Drive
Key Largo, Florida 33037

WITNESS: The hand and seal of said incorporator this 23
day of October, 1996

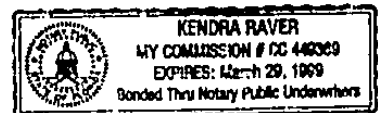
Gabrielle Becker
Gabrielle Becker

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this 23 day
of October, 1996.

Kendra Raver (SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act: That Key
Largo Bookkeeping, Inc., desiring to organize under the laws of the
State of Florida with its principal office in the County of Monroe,
State of Florida, has named David Yudenfreund, C.P.A., located at
800 Jeffery Street, Suite 409, Boca Raton, Florida 33487, as its
agent to accept service of process within this State.

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 agree to comply with the
provisions of said Act relative to keeping open said office.

David Yudenfreund
David Yudenfreund, Registered Agent

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