

PA 1000004368

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Key West Scooter Depot
Corp

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C.C. FEE. DISBURSED

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

888882859238 4

-01/15/97-01072-023

***122.50 ***122.50

97 JAN 19 PM 3:42
 STATE FILING OFFICE
 TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$



REQUEST TAKEN CONFIRMED APPROVED
 DATE 1/15/97
 TIME 12:00 CK No. _____
 BY CW

[Handwritten signature]
 1/16

WALK-IN Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
KEY WEST SCOOTER DEPOT CORPORATION

FILED
97 JAN 15 PM 3:43
SECRETARY OF STATE
TALLAHASSEE

We the undersigned for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:
KEY WEST SCOOTER DEPOT CORPORATION

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is to provide financing for the purchase of real and personal property, and all other matters directly or indirectly related thereto, and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To improve, buy, sell, exchange, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description.

C. To act as agent, broker or attorney in fact for any person, firms, or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgements resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claim affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of capital stock, bonds, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property to the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all such acts and things tending to increase the value of the property at any time held by the company.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any license or other rights or interest therein and thereunder.

H. To conduct business and operations and have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest in common law trust, trust and other trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and mercantile, financial and industrial and industrial enterprises and operation.

J. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

K. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay state or federal taxes under any plan it or they may elect and as shall be approved by such taxing authority; and in general carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall be ONE HUNDRED (100) shares of \$1.00 par value. All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which to start this corporation shall be FIVE HUNDRED AND 00/100 DOLLARS (\$500.00)

ARTICLE V
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation and it's principal place of business shall be 260 GREENBRIER DRIVE, PALM SPRINGS, FL. 33461 with the privilege of having branch offices at other places within or without the state of Florida. The registered agent at the above address shall be ROBERT A MARTIN

ARTICLE VII
OFFICERS AND DIRECTORS

The names and addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

NAME	ADDRESS	OFFICE
ROBERT A MARTIN	260 GREENBRIER DRIVE PALM SPRINGS, FL 33461	PRES. & TREAS.
LAWRENCE SCHWEIZER	612 OLIVIA STREET KEY WEST, FL 33040	V.PRES.
KARL LINDQUIST	712 LOVE LANE KEY WEST, FL 33040	V.PRES.
CAROL LINDQUIST	712 LOVE LANE KEY WEST, FL 33040	SECRETARY

The corporation shall have at least one director, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII
SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

NAME	ADDRESS	SHARES
ROBERT A MARTIN	260 GREENBRIER DRIVE PALM SPRINGS, FL 33461	33 1/3
LAWRENCE SCHWEIZER	612 OLIVIA STREET KEY WEST, FL 33040	33 1/3
CAROL & CARL LINDQUIST JOINTLY WITH RIGHTS OF SURVIVORSHIP.	712 LOVE LANE KEY WEST, FL 33040	33 1/3

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

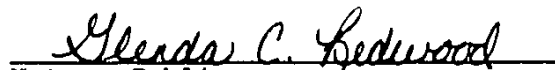
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 10 day of JANUARY, 1997.

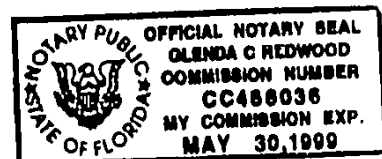

ROBERT A MARTIN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared
ROBERT A MARTIN
to me well known to be the individual described in
and who executed the foregoing Articles of Incorporation, and
acknowledged before me that they executed the same for the purposes
therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official
seal at West Palm Beach, Florida, this 10th day of JAN., 1997.


Notary Public

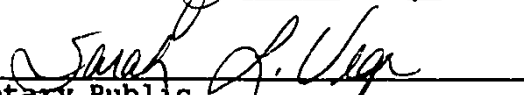


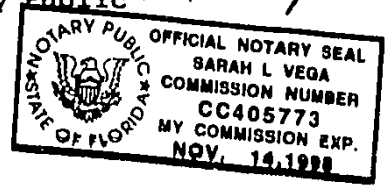
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 13th day of January, 1997


LAWRENCE SCHWEIZER

STATE OF FLORIDA)
 Monroe) ss.
COUNTY OF ~~PALM BEACH~~)

BEFORE ME, the undersigned authority, personally appeared
LAWRENCE SCHWEIZER
to me well known to be the individual described in
and who executed the foregoing Articles of Incorporation, and
acknowledged before me that they executed the same for the purposes
therein expressed.
IN WITNESS WHEREOF, I have hereunto affixed my hand and official
seal at KEY WEST, FLORIDA, this 13th day of January, 1997.


Notary Public



IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 31 day of January, 1997.

Carol Lindquist
CAROL LINDQUIST

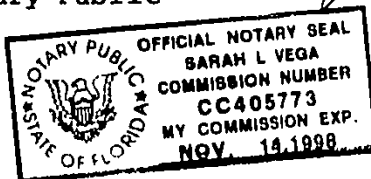
Karl Lindquist
KARL LINDQUIST

STATE OF FLORIDA)
 Morse) ss.
COUNTY OF ~~PALEM BEACH~~)

BEFORE ME, the undersigned authority, personally appeared CAROL LINDQUIST AND KARL LINDQUIST to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Key West, Florida, this 31 day of January, 1997.

Sarah L. Vega
Notary Public



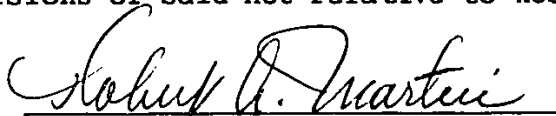
FILED
97 JAN 15 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE 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:

FIRST: That KEY WEST SCOOTER DEPOT CORPORATION to be organized under the laws of the State of Florida, with its place of business in Monroe County, Florida, as set forth in the Articles of Incorporation, has named ROBERT A MARTIN whose residence address is 260 GREENBRIER DRIVE, PALM SPRINGS, FL 33461 as its agent to accept service of process within this State

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


ROBERT A MARTIN