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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: C. A. OF KEY WEST INC

AUDIT NUMBER.....H97000003805

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

ACE INDUSTRIES, INC.

SUBJECT: C.A. OF KEY WEST INC.
REF: W97000005216

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

C.A. of Key West Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

C. A. of Key West Inc

ARTICLE II - PRINCIPAL OFFICE

The principal place of business shall be:

425 Front Street
(Physical street address)

Key West, FL 33040
(City, State, and Zip Code)

The mailing address of the Corporation shall be:

425 Front Street
(Street or P.O. Box)

Key West, FL 33040
(City, State, and Zip Code)

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 5,000 shares of common stock with a par value of \$1.00 per share. The Corporation plans to initially issue 500 shares, reserving the balance for subsequent issuance.

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PREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The following person shall serve as registered agent for the Corporation at the address stated:

Carlos Rodriguez
Signature

425 Front Street
(Street Address)

Carlos Rodriguez
Print or Type Name

Key West, FL 33040
(City, State, and Zip)

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

INITIAL ADDRESS of
Corporation
and Incorporator

Carlos Rodriguez
(Signature)

425 Front Street
(Street Address)

Carlos Rodriguez
(Name)

Key West, FL 33040
(City, State, & Zip)

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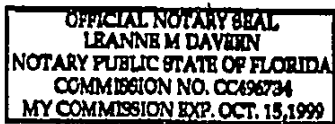
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 4th
day of March 1997 by Carlos Rodriguez of
C.A. of Key West Inc, a Florida Coporation, on
behalf of the corporation. He/~~she~~ is personally known to me and
did not take an oath.

LeAnne M. Davern
NOTARY PUBLIC, STATE OF FLORIDA

LeAnne M. Davern
(TYPED OR PRINTED NAME)



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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 807.0501 OR 817.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is: C.A. of Key West, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Carlos Rodriguez
(Name)

425 Front Street
(Street address - P. O. Box not acceptable)

Key West, FL 33040
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

Carl Foley
(Signature)

3/4/97
(Date)

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