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LAW OFFICES
MORGAN & HENDRICK
317 WHITEHEAD STREET
KEY WEST, FLORIDA

HUGH J. MORGAN
JAMES T. HENDRICK
RALF O. BROOKES
WAYNE LARUE SMITH

W. CUNNY HARRIS
HILARY U. ALBURY
(RETIRED)

March 6, 1997

Via Federal Express

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002107310--1
-03/07/97--01062--006
*****70.00 *****70.00

Re: Articles of Incorporation
Schooner City, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Schooner City, Inc. to be filed in the records of the Division of Corporations. Also enclosed please find this firm's check in the amount of \$70.00 for the applicable filing fee.

Finally, I enclose an addressed Federal Express envelope for your convenience in returning the receipt for filing to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request. I appreciate your assistance with this matter.

Sincerely,

Chia Miller

Chia Miller
Paralegal

Dmc
3/3/97

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FILED
97 MAR -7 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3-5-97

**ARTICLES OF INCORPORATION
of
SCHOONER CITY, INC.**

FILED
97 MAR -7 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **SCHOONER CITY, INC.**

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

EFFECTIVE DATE

3-5-97

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of voting common stock, each share having a par value of One Dollar (\$1.00).

FOURTH: The name and address of the undersigned subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Ivan Jerabek

Unit C-125
1800 Atlantic Boulevard
Key West, Florida 33040

FIFTH: This corporation shall have not less than one (1) nor more than seven (7) directors. The initial director, who shall serve until the shareholders elect successor director or directors, is:

NAME

ADDRESS

Ivan Jerabek

Unit C-125
1800 Atlantic Boulevard
Key West, Florida 33040

SIXTH: The street address of the initial registered office of this corporation is 317 Whitehead Street, Key West, Florida 33040, and the name of its Registered Agent at such address is James T. Hendrick.

SEVENTH: The principal office of the corporation shall be Unit C-125, 1800 Atlantic Boulevard, Key West, Florida 33040.

EIGHTH: The duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

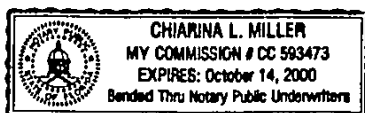
IN WITNESS WHEREOF, the undersigned has hereunto subscribed to these Articles of Incorporation, this 5th day of March, 1997.

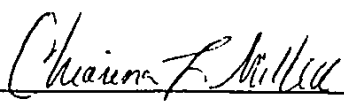

Ivan Jerabek

STATE OF FLORIDA)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 5th day of March, 1997, by Ivan Jerabek, who is personally known to me OR who produced _____ as identification.

My Commission Expires: 10/14/2000




NOTARY PUBLIC - State of Florida
Chiarina L. Miller

FILED
97 MAR -7 AM 11:22

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

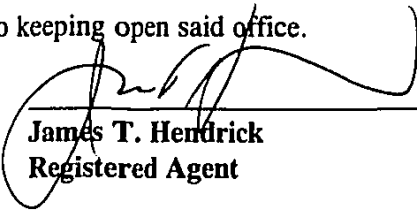
FIRST: That **SCHOONER CITY, INC.**, desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles of Incorporation, at Unit C-125,
1800 Atlantic Boulevard, Key West, County of Monroe, State of Florida, has named James T.
Hendrick, whose address is 317 Whitehead Street, City of Key West, County of Monroe, State
of Florida, as its Agent to accept service of process within this State.

DATED: March 5, 1997.


Ivan Jerabek

ACKNOWLEDGMENT

Having been named to accept service of process for the above state 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.


James T. Hendrick
Registered Agent