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OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

1402 MIAMI CENTER

201 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

(305) 358-9200

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April 24, 1997

FEDERAL EXPRESS

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

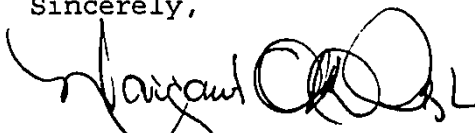
KEY WEST FLYER, INC.

Ladies or Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MODR

Enclosures

CC: Allen C. Harper (w/enc)

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TALLAHASSEE, FLORIDA

97 APR 24 AM 11:36

FILED

ARTICLES OF INCORPORATION
OF
KEY WEST FLYER, INC.

FILED
97 APR 24 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Key West Flyer, Inc. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with the

provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

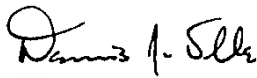
The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Dennis J. Olle	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

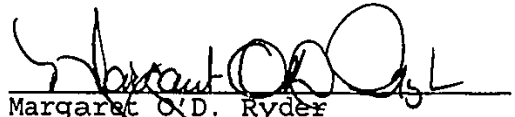
<u>Name</u>	<u>Address</u>
Dennis J. Olle	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131



Dennis J. Olle, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Key West Flyer, Inc. were acknowledged before me this 24th day of April, 1997, by Dennis J. Olle, as Incorporator, who is personally known to me.


Margaret O'D. Ryder
Notary Public, State of Florida

My Commission Expires



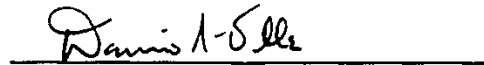
Margaret O'D. Ryder
MY COMMISSION # CC55550 EXPIRES
September 15, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Key West Flyer, Inc. at the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: April 24, 1997


Dennis J. Olle

FILED
97 APR 24 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA