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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 10 PM 1:44

BRUCE RITSON
Financial Planning and Tax Matters
1622 Johnson Street
Key West, FL 33040
305/294-7284
Phone or Fax

Please reply to
P.O. Box 4036
Key West FL 33041

May 15, 1997

Division of Corporations
DOMESTIC CHARTER SECTION
409 E. Gaines Street
Tallahassee, FL 32301

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-05/10/97--01010--010
*****78.50 *****78.50

RE: Articles of Incorporation
511 OLIVIA STREET INC.

Greetings:

Enclosed are the Articles of Incorporation for the above-noted company; a check in the amount of \$78.50 to cover the filing fees is also enclosed.

Please forward your Notice of Filing and the Certificate of Incorporation to us as soon as possible.

Very Truly Yours,


Bruce Ritson

BR:s

Encl

RP
6-11-97

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ARTICLES OF INCORPORATION

of

511 OLIVIA STREET INC.

We, the undersigned, hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, and providing for the formation, liability, rights, privileges, and immunities of a Corporation for Profit.

ARTICLE I

The name of this Corporation shall be 511 OLIVIA STREET INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things mentioned herein as fully and to the same extent as a natural person might or could, vis:

1. To engage in every aspect and phase of business permitted under the laws of the United States of America.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with, goods, wares, merchandise, real and personal property, and services of every class and kind or description; except that it is not to conduct a banking, trust, insurance, surety, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, exposition or state fair.
3. To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the United States of America and of the State of Florida; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do; to engage in the production, manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to set up as agents for the purchase, sale, and the handling of goods, wares, and merchandise of any and all types and kinds, for the account of the corporation or as a factor, agent, procurer, or otherwise for or on behalf of another, to own, act as, or authorize distributors to further these ends.

4. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or for the attainment of any of the objectives, or for the furtherance of any of the powers, hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts incidental or appurtenant to or growing out of any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.
5. To acquire, and pay for, in cash, stocks, or bonds of the corporation, or otherwise, the goodwill, rights, assets, and property, and to undertake or assume the whole or part of the liabilities of any person, firm, association, or corporation.
6. To borrow or lend money and to negotiate loans and issue bonds, debentures, notes and other evidences of indebtedness; and to secure the payment or performance of its obligations, by mortgage, deed of trust, pledge or otherwise.
7. To purchase, hold, sell, and transfer the shares of its own capital stock so far as may be permitted by the laws of the State of Florida.
8. To have one or more offices within or without the State of Florida; to carry on all or any of its operations and businesses without restriction or limit as to amount; to buy, hold, mortgage, sell, and convey such property as the purposes of the corporation shall require, where no special provision is made therefor by law or otherwise.
9. In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the State of Florida upon its domestic corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of this Corporation.

ARTICLE III

The amount of Capital Stock authorized shall be represented by ONE THOUSAND [1,000] SHARES of Common Stock with no Par value.

ARTICLE IV

The amount of Capital with which this Corporation shall begin business is over ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The Principal Office of this Corporation is to be located at 511 Olivia Street, Key West Florida and the name and address of its initial Registered Agent is BRUCE RITSON, of 1622 Johnson Street, Key West FL 33040 or in any other such part of the State of Florida as the Board of Directors may determine.

ARTICLE VII

The number of members of the Board of Directors of this Corporation shall not be less than one (1) nor more than nine [9].

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the corporation By-Laws, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence or until their successors are elected or appointed and have qualified, are as follows:

| Name | Address |
|---------------|--|
| Kay Mc Millin | 1001 Von Phister Street Key West FL 33040 |

ARTICLE IX

The names and post office addresses of the President, Secretary and Treasurer of the Corporation, who shall hold office for the first year of this Corporation's existence or until their successors are elected or appointed, and have qualified, are as follows:

| Name | Address | Office(s) |
|---------------|--|---------------------|
| Kay Mc Millin | 1001 Von Phister Street Key West FL 33040 | President |
| James Walker | 1001 Von Phister Street | Secretary-Treasurer |

ARTICLE X

The names and post office addresses of the Subscribers to these Articles of Incorporation and the number of shares of Common Stock of the Corporation which they agree to take are as follows:

| Name | Address | Shares of Stock |
|---------------|--|-----------------|
| Kay Mc Millin | 1001 Von Phister Street Key West FL 33040 | 1000 |

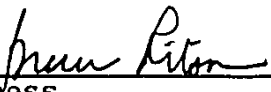
ARTICLE XI

No Holder of Common Stock in the Corporation shall sell his or her Common Stock to any person without first offering it to the Corporation or to each other individual shareholder of the stock of the Corporation on equal or better terms.

ARTICLE XII

In the event a Stock Certificate is lost, destroyed, or stolen, the legal and beneficial owner shall submit an Affidavit, describing the circumstances of such loss, whereupon the Board of Directors, when satisfied that such request is appropriate, shall issue another stock Certificate, plainly marked "Duplicate", such proceeding to be by Resolution of the Board of Directors and spread upon the Minutes of a Regular or Special Meeting of the Board.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Key West, Monroe County, Florida, for the uses and purposes aforesaid, this 15th day of May 1997.



Witness



Kay Mc Millin

Witness

FILED
CLERK OF STATE
DEPT OF CORPORATIONS

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STATEMENT DESIGNATING THE REGISTERED
AGENT AND PLACE OF BUSINESS OF THE
REGISTERED AGENT

Pursuant to the provisions of Section 605.05, Florida Statutes,
the following is herewith submitted in compliance with said Act:

KAY MC MILLIN

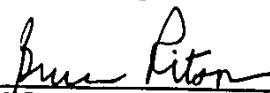
desiring to organize 511 OLIVIA STREET INC. under the laws of
the State of Florida, with its Principal Office in the City of
Key West, in the County of Monroe, in the State of Florida,
has named

BRUCE RITSON, of
1622 Johnson Street
P.O. Box 4036
Key West, FL 33041
305/294-7284

as its Registered Agent to accept service of process within this
State.

ACCEPTANCE OF REGISTERED AGENT

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 relative to the proper and
complete performance of my duties, and I am familiar with and accept
the duties of my position as Registered Agent.

x 
BRUCE RITSON
Registered Agent for
511 OLIVIA STREET INC.

May 15, 1997