



THE UNITED STATES
CORPORATION
COMPANY

997000053299

ACCOUNT NO. : 072100000032

REFERENCE : 430858 4311473

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Paynter

ORDER DATE : June 17, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 430858-005

CUSTOMER NO: 4311473

400002214514--4

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: SK II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
JUN 17 1997
TALLAHASSEE, FLORIDA

97 JUN 17 11:29

DIVISION OF CORPORATION

RECEIVED
97 JUN 17 AM 10:44

1 JUN 17 1997

ARTICLES OF INCORPORATION

OF

SK II, INC.

FILED

91 JUN 17 AM 11:29

TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SK II, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 600 Front Street, Suite B7, Key West, Florida 33040.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Robert A. Spottswood	600 Front Street Suite B7 Key West, Florida 33040

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four (4) persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert A. Spottswood	600 Front Street Suite B7 Key West, Florida 33040

Edward B. Knight

600 Front Street
Suite B7
Key West, Florida 33040

John M. Spottswood, Jr.

600 Front Street
Suite B7
Key West, Florida 33040

William B. Spottswood

600 Front Street
Suite B7
Key West, Florida 33040

ARTICLE VII - INCORPORATOR

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

Name

Address

Stuart D. Ames

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

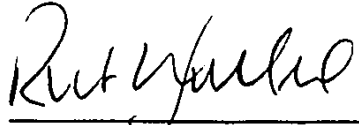
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of June, 1997.



Stuart D. Ames, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Robert A. Spottswood,
Registered Agent

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