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MICHAEL L. BROWNING
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CHARLENE GULLER BROWNING*

RICHARD M. KLITENICK
JAMES M. THOMPSON **

*ALSO ADMITTED IN MASSACHUSETTS

**ALSO ADMITTED IN CALIFORNIA

February 13, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002274436--5
-08/22/97--01042--002
*****70.00 *****70.00

RE: Galaxy of Key West, Inc.

Dear Sir/Madame:

I'm enclosing herewith two duly executed copies of the Articles of Incorporation of Galaxy of Key West, Inc., and a check in the amount of \$70.00 to cover the cost of filing and a copy of the articles to be returned to my office.

Thank you for your attention to this matter.

Sincerely,


THOMAS J. SIRECI, JR.

TJS/djw

Enclosures

djs/gals0820.11t

Federal Express

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 22 PM 2:25

8-22-97
WJS

ARTICLES OF INCORPORATION

OF

GALAXY OF KEY WEST, INC.

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

ARTICLE I NAME

The name of the corporation shall be: GALAXY OF KEY WEST, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 616 Duval Street, Key West, Florida 33040.

ARTICLES III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of no par value.

ARTICLES IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

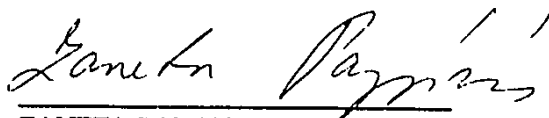
Yuram Moyshe
3920 S. Roosevelt Blvd., Apt. 205N
Key West, Florida 33040

ARTICLES V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Zaneta Papankova
616 Duval Street
Key West, Florida 33040

The undersigned has executed these Articles of Incorporation this 21 day of August, 1997.


ZANETA PAPANKOVA
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 GALAXY OF KEY WEST, INC.
2. The name and address of the registered agent and office is:

Yuram Moyshe
3920 S. Roosevelt Blvd., Apt. 205N
Key West, FL 33040



ZANETA PAPANKOVA

TITLE: Incorporator

DATE: August 21, 1997

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



ZANETA PAPANKOVA