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ACCOUNT NO. : 072100000032

REFERENCE : 516865 10805A

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 122.50

ORDER DATE : September 3, 1997

ORDER TIME : 12:15 PM

ORDER NO. : 516865-005

400002283984--5

CUSTOMER NO: 10805A

CUSTOMER: Joseph B. Allen, Esq
ALLEN & GOLDMAN, P.A.

617 Whitehead Street

Key West, FL 33040

DOMESTIC FILING

NAME: 212 TELEGRAPH, 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: Debbie Skipper

EXAMINER'S INITIALS:

FILED
97 SEP -3 PM 4:17
TALLAHASSEE, FLORIDA

SN SEP - 3 1997

ARTICLES OF INCORPORATION
OF
212 TELEGRAPH, INC.

FILED
97 SEP -3 PM 4:17
TALLAHASSEE, FLORIDA

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

ARTICLE I.

The name of the corporation is 212 TELEGRAPH, INC.

ARTICLE II.

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) of common stock, each share having the par value of \$1.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors, of this corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial street address of the principal office of this corporation is to be 212 Telegraph

Lane, Key West, FL 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office.

ARTICLE VII.

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

MARK ROSSI

202-208 Duval Street
Key West, FL 33040

ARTICLE VIII.

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

NAME

ADDRESS

MARK ROSSI

202-208 Duval Street
Key West, FL 33040

ARTICLE IX.

The corporation registered office shall be at 617 Whitehead Street, Key West, FL 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

ARTICLE X.

JOSEPH B. ALLEN, III shall be registered or resident agent of this corporation and his address is 617 Whitehead Street, Key West, FL 33040.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1997.


MARK ROSSI

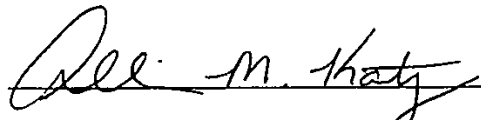
STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 19th day of August, 1997, by MARK ROSSI. He/she is personally known to me or has produced personally known as identification and who did (did not) [strike one] take an oath.



ALLISON M KATZ
My Commission CC554384
Expires May. 13, 2000

(SEAL)


Print Name: Allison M. Katz
NOTARY PUBLIC
My Commission Expires

CERTIFICATE OF REGISTERED OR RESIDENT AGENT

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, this day personally appeared JOSEPH B. ALLEN, III, who being first duly sworn, deposes and says as follows:

Having been named as registered agent and to accept service of process for this corporation at the place designated in the foregoing articles of incorporation, 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 obligations of my position as registered agent.


JOSEPH B. ALLEN, III

SWORN TO AND SUBSCRIBED before me at Key West, Monroe County, Florida, this 27th day of August, 1997.



ALLISON M KATZ
My Commission CC554384
Expires May, 13, 2000



Print Name: Allison M. Katz
NOTARY PUBLIC STATE OF FLORIDA

Personally known X OR Produced Identification _____

Type of Identification Produced: _____

FILED
97 SEP 3 PM 4:17
MONROE COUNTY FLORIDA