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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 546353 4311473

AUTHORIZATION :

COST LIMIT : \$ PP

FILED
97 SEP 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 29, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 546353-010

CUSTOMER NO: 4311473

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-09/29/97--01060--020
****122.50 ****122.50

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

DOMESTIC FILING

NAME: KWVC-BEACH HOUSE 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: Andrew Cumper

EXAMINER'S INITIALS: _____

97 SEP 29 PM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN SEP 29 1997

**ARTICLES OF INCORPORATION
OF
KWVC-BEACH HOUSE INC.**

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is KWVC-BEACH HOUSE 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
(\$0.01) 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 three 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
John M. Spottswood	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:

<u>Name</u>	<u>Address</u>
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 cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 26th day of September, 1997.

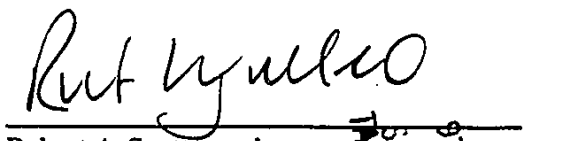

Stuart D. Ames,
Incorporator

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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TALLAHASSEE, FLORIDA

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