

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -6 PM 12:54

P97000086048

Upper Keys Management
Systems, Inc.

400002312194--6
-10/06/97--01050--002
****122.50 ****122.50

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

97 OCT -6 PM 12:54
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signature _____

Requested by: Cher 10-6 907

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

KP
10-6-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -6 PM 12:54

**ARTICLES OF INCORPORATION
OF**

UPPER KEYS MANAGEMENT SYSTEMS, INC.

ARTICLE I - NAME

The name of the corporation is:

UPPER KEYS MANAGEMENT SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

99228 Overseas Highway
Key Largo, FL. 33037

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Russell H. Cullen, Esq., whose address is 99228 Overseas Highway, Key Largo, Florida 33037.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Dan L. Rigdon
9 Janna Way
Lucas, TX 75002

and

Yuichi Osawa
708 Bunkers Cove Rd.
Panama City, FL 32041

and

Virgil D. Cornwell
P. O. Box 372
Savoy, TX 75479

and

Virginia Rigdon
7407 Foxtrail Dr.
Hazelwood, MO 63042

and

Allen Crabtree
P. O. Box 2307
Panama City, FL 32402

and

Charles Jay
P. O. Box 3288
Key Largo, FL 33037

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is:
Charles Jay, P. O. Box 3288, Key Largo, FL 33037.


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

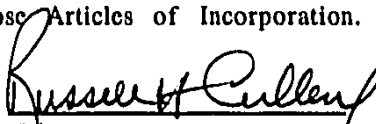
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30 day of September, 1997.



CHARLES JAY
Incorporator

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES JAY, who is personally known to me or has produced _____ as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.



Notary Public

Print
My Commission Expires:

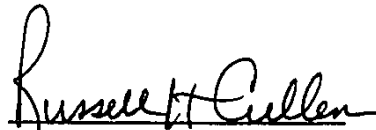
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 706.034, Florida Statutes:

CHASE DIVERS, INC., desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles of
Incorporation at 99228 Overseas Highway, Key Largo, Monroe County, State of
Florida, names as its agent to accept service of process within this State:
RUSSELL H. CULLEN, ESQ., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in the certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.


RUSSELL H. CULLEN, ESQ.
Registered Agent

Date: 9/30/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 12:54