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September 29, 1997

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

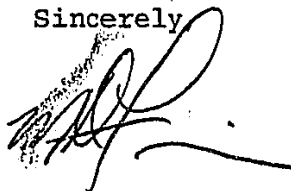
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of Swept Away in Key West, Inc.

Also enclosed is a check in the amount of \$122.50 to cover charter tax, filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely



MICHELLE DENISE FRANCIS
1908 STAPLES AVENUE
KEY WEST, FL 33040

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 1:08

10-10-97
WS

CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

OF

SWEPT AWAY IN KEY WEST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is, Swept Away in Key West, Inc. hereinafter referred to as the Corporation.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and object and purposes proposed to be transacted, promoted or carried on are to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be Five Hundred (500) shares of common stock of One Dollar (\$1.00) par value.

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Shareholders.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

The initial street address of said Corporation is 1908 Staples Avenue, Key West, Florida 33040, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII

NUMBER OF DIRECTORS

There shall be no directors. The Corporation shall be managed by the stockholders.

ARTICLE VIII

The name and post office addresses of each subscriber to this Certificate of Incorporation and statement of the number of shares of stock which they agree to take are as follows:

Michelle Denise Francis
1908 Staples Avenue
Key West, FL 33040

500 Shares

ARTICLE IX

OFFICERS

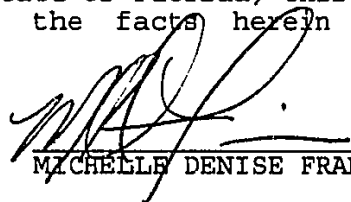
The officers of this Corporation shall be a President and Secretary.

All officers or agents, as may be deemed necessary by the Shareholders shall be chosen in the manner and hold office for the term prescribed in the By-Laws or determined by the Shareholders.

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hands and seals this ____ day of _____ 1997 for the purpose of forming this Corporation for profit under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation and certify that the facts herein stated are true.


MICHELLE DENISE FRANCIS

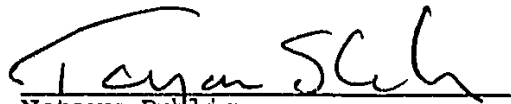
STATE OF FLORIDA)

ss:

COUNTY OF MONROE)

BEFORE ME, this day personally appeared, Michelle Denise Francis to me well known or produced identification to be the individual described in and who executed the foregoing Certificate of Incorporation and acknowledged that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Kay West Monroe,
this 3 day of OCTOBER, 1997.


Notary Public
State of Florida at Large

My Commission Expires:



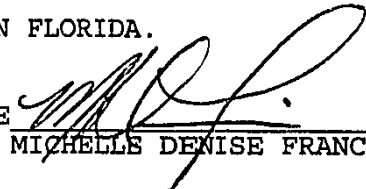
TEGAN SLATON
My Commission CC370012
Expires May. 02, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.09], FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT SWEPT AWAY IN KEY WEST, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF KEY WEST, STATE OF FLORIDA,
HAS NAMED MICHELLE DENISE FRANCIS STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


MICHELLE DENISE FRANCIS


TITLE: PRESIDENT

DATE:

10/03/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COM-
PLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


MICHELLE DENISE FRANCIS

DATE:

10/03/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 1:08