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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/13/97--01042--020
****122.50 ****122.50

SUBJECT: FLORIDA KEYS VIABLE WETLANDS INC
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

CHRISTOPHER W. PRENTICE
Name
3636 DUCK AVENUE
Address
KEY WEST, FL 33040
City, State, & Zip
(305) 295-0780
Telephone Number

FILED
97 NOV 13 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESNUT NOV 17 1997

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

FLORIDA KEYS VIABLE WETLANDS INC.

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

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA KEYS VIABLE WETLANDS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3636 DUCK AVENUE
KEY WEST, FL 33040

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CHRISTOPHER W. PRENTICE
3636 DUCK AVENUE
KEY WEST, FL 33040

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TALLAHASSEE, FLORIDA

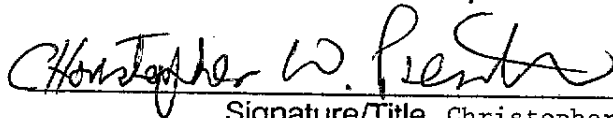
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CHRISTOPHER W. PRENTICE
3636 DUCK AVENUE
KEY WEST, FL 33040

The undersigned has(have) executed these Articles of Incorporation this

10 day of NOV, 1997.



Signature/Title Christopher W. Prentice/President

Signature/Title

Signature/Title

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: FLORIDA KEYS VIABLE WETLANDS INC.

2. The name and address of the registered agent and office is:

CHRISTOPHER W. PRENTICE
(NAME)

3636 DUCK AVENUE
(P.O. BOX NOT ACCEPTABLE)

KEY WEST, FL 33040
(CITY/STATE/ZIP)

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SIGNATURE 
(corporate officer)

TITLE PRESIDENT

DATE 11/10/97

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.

SIGNATURE 

DATE 11/10/97