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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD  
ATTORNEYS AND COUNSELORS AT LAW  
500 FLEMING STREET  
POST OFFICE BOX 1900  
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.  
WILLIAM B. SPOTTSWOOD

November 13, 1997

TELEPHONE  
305 - 294 - 9556  
TELECOPIER  
305 - 292 - 1982

OF COUNSEL:  
JOHN M. SPOTTSWOOD (1920-1975)

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-11/14/97--01049--016  
\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: Kingfisher of Key West, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. I have also enclosed a prepaid Federal Express for you to return the certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

JOHN M. SPOTTSWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

97 NOV 14 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Did not recv. the  
Fed-ex env.

Wld. + Receptionist gave  
me their acct. #

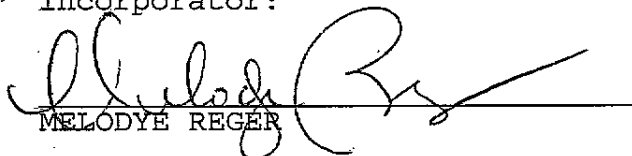
11/18/97

ARTICLES OF INCORPORATION

- FIRST: The name of this corporation is: KINGFISHER OF KEY WEST, INC.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: Melodye Reger, 100 Bay Drive, Key West, FL 33040.
- FIFTH: The name and address of the initial director is: Melodye Reger, whose address is 100 Bay Drive, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The name and address of the incorporator of this corporation is: Melodye Reger, whose address is 100 Bay Drive, Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is 100 Bay Drive, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of November, 1997.

Incorporator:

  
MELODYE REGER

97 NOV 14 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 12th  
day of November, 1997, by MELODYE REGER, who is personally known to  
me or who has produced \_\_\_\_\_  
as identification.

Rob. R. Gedin  
NOTARY PUBLIC



ROBIN R. GEDMIN  
MY COMMISSION # CC438007 EXPIRES  
April 1, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

ROBIN R. GEDMIN

Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent  
contained in the foregoing Articles of Incorporation.

Melodye Reger  
MELODYE REGER

FILED  
97 NOV 14 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA