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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

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

TELEPHONE  
305 - 294 - 9556  
TELECOPIER  
305 - 292 - 1882

November 26, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002359524--8  
-12/01/97--01149--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: O & A, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for O & A, INC., a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Debra. Thanking you for your assistance in this matter, I am.

Sincerely,



WILLIAM B. SPOTTSWOOD  
enclosures as stated  
WBS/dlr

Encl: as stated

FILED  
97 DEC - 1 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P-18  
12-3-97

ARTICLES OF INCORPORATION

FILED

97 DEC -1 AM 11:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of this corporation is:

O & A, INC.

**SECOND:** This corporation is organized for the purpose of transacting any and all lawful business for which corporations 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: OFER BEN-SVI whose mailing address is 423 DUVAL STREET, KEY WEST, FLORIDA 33040.

**FIFTH:** The names and addresses of the initial directors are: OFER BEN-SVI at 423 DUVAL STREET, KEY WEST, FLORIDA 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: OFER BEN-SVI whose address is 423 DUVAL STREET, KEY WEST, FLORIDA 33040.

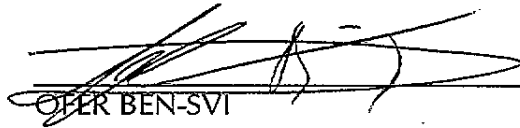
**SEVENTH:** This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

**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 principal address of the corporation is 423 DUVAL STREET, KEY WEST, FLORIDA 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of November, 1997.

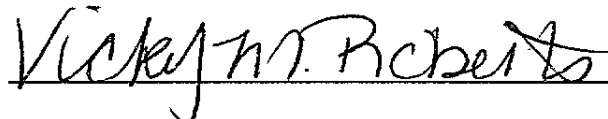
Incorporator:

  
OFER BEN-SVI

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 25 day of November, 1997, by OFER BEN-SVI who is personally known to me, and who produced a Florida Driver License.

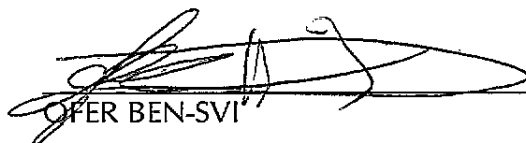
  
NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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

  
OFER BEN-SVI

**FILED**  
97 DEC -1 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA