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ANN FOXWELL HURLOCK  
Attorney at Law  
5308 TILBURY WAY  
BALTIMORE, MARYLAND 21212

FILED  
97 DEC 18 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 15, 1997

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

000002376430--1  
-12/18/97--01053--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: King Conch, Inc.

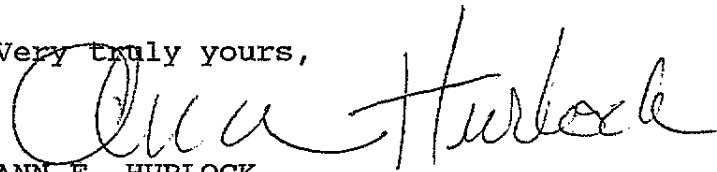
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and the Registered Agent Designation along with a check for \$122.50 representing the cost of filing fees as well as Certified Copies of Articles of Incorporation and Registered Agent Designation for the above named corporation.

I would appreciate your inserting the appropriate corporate information once the Articles have been duly recorded. I would also appreciate your forwarding to me an additional packet for Fictitious Name Registration. Additionally, please advise what forms/procedures are required in order to reserve the corporate name for the exclusive use of this corporation, such as trademark or name information.

After processing, kindly return all appropriate documents to me at the above address. Should you have any questions, or if additional information is required, please so advise.

Very truly yours,

  
ANN F. HURLOCK  
Florida Bar #100056

AFH/smb

CB  
12-19-97

**ARTICLES OF INCORPORATION**  
**OF**  
**KING CONCH, INC.**

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**ARTICLE I. CORPORATE NAME**

The name of this corporation is King Conch, Inc.

**ARTICLE II. DURATION**

This corporation shall exist perpetually unless dissolved according to Florida Law.

**ARTICLE III. PURPOSE**

The corporation is organized for the purpose of engaging in the business of buying, selling, trading, developing, and managing real property and any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are 201 Front Street, #101, Key West, Florida 33040.

**ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent are Michael Behmke, 201 Front Street, #101, Key West, Florida 33040.

## ARTICLE VI. CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

## ARTICLE VII. INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office is 201 Front Street, #101, Key West, Florida 33040.

## ARTICLE VIII. INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation are Michael Behmke, 201 Front Street, #101, Key West, Florida 33040.

## ARTICLE IX. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is Michael Behmke, 201 Front Street, #101, Key West, Florida 33040.

## OPTIONAL PROVISIONS

The undersigned incorporator has executed these ARTICLES OF INCORPORATION this twelfth day of December, 1997.

 (Signature)

# CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

**KING CONCH, INC.**

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the ARTICLES OF INCORPORATION at 201 Front Street, #101, Key West, Florida 33040 has named Michael Behmke located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

\* Michael R. Behmke (Signature)

12/11/97 (Date)