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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW

500 FLEMING STREET

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KEY WEST, FLORIDA 33041-1900

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN M. SPOTTSWOOD, JR.

WILLIAM B. SPOTTSWOOD

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE

305 - 294 - 9556

TELECOPIER

305 - 292 - 1982

December 17, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002378568--8

-12/22/97--01023--009

***122.50 ***122.50

RE: Cudjoe Cove Development Corporation

Dear Sir or Madam:

I am herewith enclosing for filing an original and one copy of the Articles of Incorporation and a Certificate Designating Registered Office and Registered Agent for Cudjoe Cove Development Corporation. Please certify the copies and return same to me in the envelope provided herein.

I am also enclosing a check in the amount of \$122.50 for the appropriate filing fees.

If you have any questions, please contact our office. Your assistance is greatly appreciated.

Sincerely,

Tricia Eables

Tricia Eables
Law Clerk

Enclosures

P. Hall

DEC 22 1997

ARTICLES OF INCORPORATION
OF

FILED

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CUDJOE COVE DEVELOPMENT CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Cudjoe Cove Development Corporation.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 719 South Street, Key West, Florida 33040.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one hundred (100), all of which shall be common shares with a par value of One and 00/100 Dollar (\$1.00) per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are William B. Spottswood, 500 Fleming Street, Key West, Florida 33040.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator of this corporation is Michael P. Vereline, 719 South Street, Key West, Florida 33040.

ARTICLE VI. DIRECTORS

The name and address of the initial directors are Michael P. Vereline, 719 South Street, Key West, Florida 33040 and Robert J. Arkley, P. O. Box 69, Waterbury, Vermont 05676. 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.

ARTICLE VII. PURPOSE

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.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify its officers, directors, employees and agents to the full extent permitted by law.

ARTICLE IX. RESERVATION OF RIGHTS

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.

ARTICLE X. DURATION

The period of its duration shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 16, 1997.

INCORPORATOR:



MICHAEL P. VERELINE

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16 day of December, 1997, by Michael P. Vereline,

who is personally known to me or who has produced
_____ as identification.

Rob R. Gedin

Notary Public-State of Florida

Printed Name: _____

My Commission Expires: _____



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

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED
CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

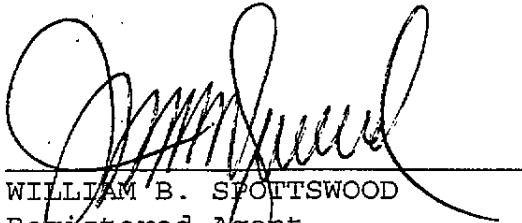
Cudjoe Cove Development Corporation

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

William B. Spottswood
500 Fleming
Key West, Florida 33040

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.

DATED this 16th day of December, 1997.


WILLIAM B. SPOTTSWOOD
Registered Agent