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ALLISON & ROBERTSON, P.A.

ATTORNEYS AT LAW

100 S.E. SECOND STREET

SUITE 3350

MIAMI, FLORIDA 33131-2151

FILED

98 JAN 15 AM 9:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOHN R. ALLISON, III  
JAMES S. ROBERTSON, III\*

\* ALSO ADMITTED IN NY

TELEPHONE  
(305) 347-4000  
TELECOPIER  
(305) 347-4001

January 14, 1998

Via Federal Express - Air bill #800919548780

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

EFFECTIVE DATE

1-12-98

900002401539--9  
-01/15/98-00053-015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Viva Varela of Key West, Inc.

Dear Sir/Madam:

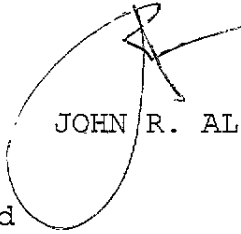
Enclosed herewith please find the following in connection with the above-referenced matter:

- 1). Original and one copy of executed Articles of Incorporation of the above-referenced not-for profit corporation; and
- 2). Check 002038 payable to the Secretary of State in the amount of \$122.50. This check covers the cost of the \$70.00 filing fee and \$52.50 certified copy fee.

Please note that the effective date for the commencement of the corporation is the date of signing, and not the date of filing.

Please return to me a certified copy in the enclosed stamped, self-addressed envelope. Thank you.

Sincerely,

  
JOHN R. ALLISON, III

Enclosures as indicated

JRA:ah

[f:\jra\viva\secstate.ltr]

P. Hall  
JAN 16 1998

ARTICLES OF INCORPORATION

OF

VIVA VARELA OF KEY WEST, INC.

FILED  
98 JAN 15 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

VIVA VARELA OF KEY WEST, INC.

EFFECTIVE DATE

1-12-98

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$5.00 Dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles were signed.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

John R. Allison, III

Address of Registered Office

100 S.E. Second St.  
Suite 3350  
Miami, Florida 33131

#### ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
John R. Allison, III	100 S.E. Second St. Suite 3350 Miami, Florida 33131

#### ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

#### ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

#### ARTICLE VIII

The Monroe office and the mailing address of the Corporation shall be as follows:

<u>Monroe Office</u>	<u>Mailing Address</u>
1800 Atlantic Avenue #A203 Key West, Florida 33040	1800 Atlantic Avenue #A203 Key West, Florida 33040

#### ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

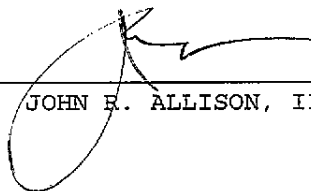
ARTICLE X

At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same Monroe among any number of candidates.

ARTICLE XI

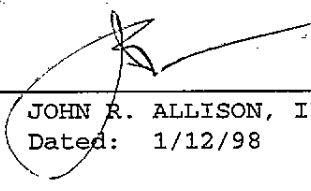
In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 12th day of January, 1998 at Miami, Florida.

  
\_\_\_\_\_  
JOHN R. ALLISON, III

(SEAL)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

  
\_\_\_\_\_  
JOHN R. ALLISON, III  
Dated: 1/12/98