

P98000009222

MICHAEL M. CORVO  
921 Center Street Key West, FL 33040  
(305) 292-6900

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 27 PM 12:03

January 26, 1998

**VIA FEDERAL EXPRESS**

FL Dept of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Unicorns of the Keys, Inc.

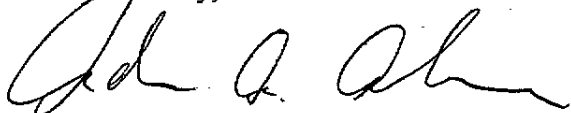
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-01/27/98--01041--014  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed herewith is a check for \$122.50. Please file the Articles of Incorporation for the above-referenced and return to me a certified copy.

If you have any questions, please feel free to give me a call.

Sincerely,



Adem A. Albra,  
Incorporator

AA:ds  
**Enclosure**

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D. BROWN JAN 29 1998

ARTICLES OF INCORPORATION

OF

**UNICORNS OF THE KEYS, INC.**

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The undersigned, being an individual, does hereby act as incorporator in adoption the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is **UNICORNS OF THE KEYS, INC.**

**SECOND:** The street address, wherever located, of the principal office of the corporation is 921 Center Street, Key West, FL 33040.

**THIRD:** The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of .01 dollars each and are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is 921 Center Street, Key West, FL 33040.

The name of the initial registered agent of the corporation at the said registered office is Michael M. Corvo.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator are:

Adem A. Albra

1011 Varela Street  
Suite #2  
Key West, FL 33040

**SIXTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant the purchases of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligation of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the

corporation; any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act. And to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provision of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and any and all persons whom it shall have to indemnify under said provision from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and the administrators of such a person.

Signed on January 23, 1998.

  
Adem A. Albra, Incorporator

I hereby accept the responsibilities and duties of registered agent for the corporation.

  
Michael M. Corvo, Registered Agent

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