

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 15 AM 11:37

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Key Largo International, Inc.

- Art of Inc. File cert.
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File 500002489075--3
04/15/98--01009--038
- Trade/Service Mark ****122.50 ****122.50
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATIONS

Signature _____

Requested by: CS

Name _____

Date 4/15

Time 9:30

Walk-In _____

Will Pick Up _____

RP
04-15-98

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ARTICLES OF INCORPORATION

OF

KEY LARGO INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be **KEY LARGO INTERNATIONAL, INC.**

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** all of which shall be common shares with par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to

full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith
1301 - 4th Street, North
St. Petersburg, FL 33701

ARTICLE SEVEN

The street address of the principal office of the corporation is:

3637 - 4th Street, North
Suite 230
St. Petersburg, FL 33704

ARTICLE EIGHT

The name and address of the first Board of Directors are:

John C. Bodziak
3637 - 4th Street, N.
Suite 230
St. Petersburg, FL 33704

ARTICLE NINE

The name and address of the incorporator of this corporation is:

John C. Bodziak
3637 - 4th Street, N.
Suite 230
St. Petersburg, FL 33704

ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of March, 1995.



JOHN C. BODZIAK

STATE OF FLORIDA)

COUNTY OF PINELLAS)

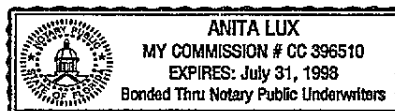
Before me, the undersigned authority, personally appeared JOHN C. BODZIAK to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 24th day of March, 1998.



NOTARY PUBLIC

My Commission Expires: 7-31-98



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

KEY LARGO INTERNATIONAL, INC.

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

Walter E. Smith
1301 - 4th Street, N.
St. Petersburg, FL 33704

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.



WALTER E. SMITH

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