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*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN TEXAS

May 11, 1998

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

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-05/19/98-01039--013
****122.50 ****122.50

RE: DUCK KEY PLAZA, INC.
Our File No. 98-M-32

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,

Ann Morgan

Ann Morgan
Secretary to
Robert K. Miller

/am
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 12:22

D. BROWN MAY 21 1998

ARTICLES OF INCORPORATION
of
DUCK KEY PLAZA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 12:22

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is **DUCK KEY PLAZA, INC.**

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having One Dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: **796 Duck Key Drive, Duck Key, FL 33050**

The name of the initial registered agent of this corporation at that address is: **WAYNE E. BRENNER**

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws.

The name of the initial director is:

WAYNE E. BRENNER

The address of the initial director is:

**796 Duck Key Drive
DUCK KEY, FLORIDA 33050**

ARTICLE VI - INCORPORATORS.

The name and address of the person signing these Article is:

WAYNE E. BRENNER
796 Duck Key Drive
DUCK KEY, FLORIDA 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

796 Duck Key Drive
DUCK KEY, FLORIDA 33050

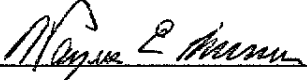
ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of May 1998.



WAYNE E. BRENNER
Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

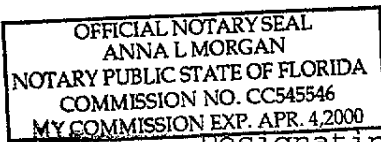
ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this //th
day of May, 1998, by WAYNE E. BRENNER, who is personally
known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Official Seal in the State and County aforesaid this // day
of May, 1998.

Anna L. Morgan Anna L. Morgan
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE

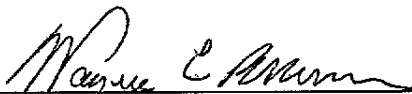
Designating place of business or domicile for the
service of process within Florida, naming agent upon whom process
may be served, in compliance with Section 48.091, Florida
Statutes, the following is submitted:

FIRST: DUCK KEY PLAZA, INC. desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 796 Duck Key Drive, Duck Key,
Florida 33050 has named WAYNE E. BRENNER, 796 Duck Key Drive,
Duck Key, Florida 33050 as its agent to accept service of process
with Florida.

Wayne E. Brenner
WAYNE E. BRENNER
Incorporator/Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated: May 11, 1998


WAYNE E. BRENNER
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 12:23