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1407 White Street
Key West, FL 33040

October 13, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Key West Nights, Inc.

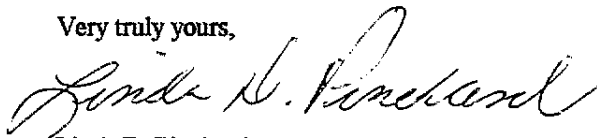
To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above-referenced corporation. Please file the enclosed and return a certified copy to me.

Also enclosed is my check in the amount of \$78.75 for the filing fees and a certified copy of same.

Thanking you for your attention to this matter, I am

Very truly yours,



Linda D. Pinckard

Enclosures as stated

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
KEY WEST NIGHTS, INC.**

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

ARTICLE I NAME

The name of the corporation shall be:

KEY WEST NIGHTS, INC.

The principal place of business of the corporation shall be:

1407 White Street
Key West, Florida 33040

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE 11 NATURE OF BUSINESS

The nature of the business is marketing and referral service.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is:

10,000

Number

The aggregate number of shares of the corporation shall have the authority to issue is 10,000 shares of capital stock with no par value.

Classes

The shares of the corporation are not to be divided into classes.

Series of Stock

The corporation is not authorized to issue in series.

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Dividends

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends or profit payable either in cash, in property, or in shares of capital stock of the corporation. The Board of Directors shall declare profits or dividends at its discretion and is not required to distribute such monies simply because the corporation is profitable. Furthermore, there is no requirement that profits be distributed in any calendar year.

ARTICLE IV NO PREEMPTIVE RIGHTS

The corporation elects to not have preemptive rights.

ARTICLE V TERM OF EXISTENCE

The corporation shall commence its existence on the date on which these Articles of Incorporation are subscribed to, October 13, 1998. The corporation shall exist perpetually.

ARTICLE VI OFFICERS

The name and street address of the initial officers, who shall hold office the first year of the corporation's existence or until successors are elected is set out below. Other officers may be elected from time to time at a properly scheduled meeting of the Board of Directors.

Linda D. Pinckard
President
1407 White Street
Key West, Florida 33040

Linda D. Pinckard
President, Secretary and Treasurer
1407 White Street
Key West, Florida 33040

ARTICLE VII DIRECTORS

The name and street address of the initial directors, who shall hold office the first year of the corporation's existence or until his successor is elected is set out below. The Board of Directors of the corporation shall consist of at least one (1) member and not more than five (5) members, the remaining members, if any, to be elected at a properly noticed meeting of the shareholders.

Linda D. Pinckard
Chairman of the Board
1407 White Street
Key West, Florida 33040

Linda D. Pinckard
Board Member
1407 White Street
Key West, Florida 33040

The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause. The quorum provisions for Board of Directors Meeting are contained in the Bylaws of the Corporation.

ARTICLE VIII REGISTERED AGENT AND OFFICE

The address of the corporation's initial registered office is:

1407 White Street
Key West, Florida 33040

The name of the initial registered agent at said address is:

Linda D. Pinckard

ARTICLE IX INCORPORATOR

The name and street address of the initial incorporator subscribing to these Articles of Incorporation is:

Linda D. Pinckard
1407 White Street
Key West, Florida 33040

ARTICLE X VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI BYLAWS AND STANDING RULES

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the shareholders of the corporation.

ARTICLE XII INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil or criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; against expenses (including attorneys' fees), reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding of judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by Court Order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

ARTICLE XIII RESTRICTIONS ON STOCK TRANSFERS

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours. Any transfer of stock of this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped hereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

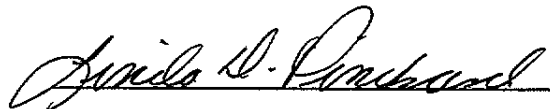
"These shares may be subject to transfer restrictions imposed by written agreements among the holders of the corporation's shares or between the holders of such shares and the corporation, copies of which agreements, if any, are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours."

ARTICLE XIV AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.


IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation this 13th day of October 1998.

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, AND I ACCET THE DUTIES AND
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



Linda D. Pinckard

Date: 10/13/98


Linda D. Pinckard
Incorporator

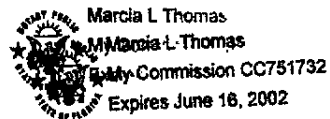
STATE OF FLORIDA

Ss

COUNTY OF MONROE

The foregoing instrument was sworn to and subscribed before me this 13 day of ~~October~~ October 1998, by Linda D. Pinckard who is personally known to me or who produced the following proof of identification:

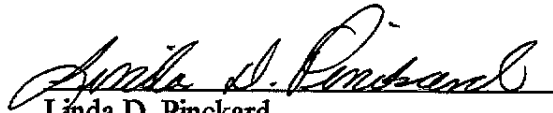

NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under 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 West Nights, Inc.
2. The name and address of the registered agent and office is Linda D. Pinckard, 1407 White Street, Key West, Florida 33040.


Linda D. Pinckard

Date: 10/13/98

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