

LAW OFFICE
OF

Charles M. Milligan

#403 Wilder Center
3000 Gulf to Bay Blvd.
Clearwater, FL 33759
(727) 723-8885

444 Whitehead Street
P.O. Box 1367
Key West, Florida 33041
(305) 294-8885

P98000093476

October 29, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Certificate of Incorporation for M.A.G. of Key West., INC.

Dear Sir:

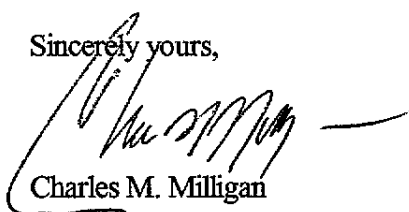
Enclosed please find an original and copy of Certificate of Incorporation and check in the amount of \$70.00 to cover the cost of filing.

It would be most appreciated if you would file the Certificate of Incorporation forthwith and mark the filing information on the enclosed copies and return to my office in the self-addressed envelope enclosed for your convenience.

In the event that the changes are still unacceptable, please phone me at either of the numbers on my letterhead.

Thanking you in advance for your kind cooperation.

Sincerely yours,


Charles M. Milligan
CMM:ema

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION
OF
M.A.G. of KEY WEST, INC.

The undersigned, acting as an Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for each corporation:

1. The name of the corporation is M.A.G. of KEY WEST, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities of business permitted under the laws of the United States or Florida.
4. The corporation shall have authority to issue 1000 shares, all of one class, one dollar par value.
5. The address of its **initial registered office** is 912 Packer Street, Key West , FL 33040 and the name of the initial registered agent at such address is Michael Garcia . The principal office is the same as the registered office.
6. The number of directors constituting its initial board of directors is one, whose name and address is:

<u>Name</u>	<u>Address</u>
Michael Garcia	912 Packer Street Key West , FL 33040

7. The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Michael Garcia	912 Packer Street Key West, FL 33040

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TALLAHASSEE, FLORIDA

Dated this 30th day of September, 1998.

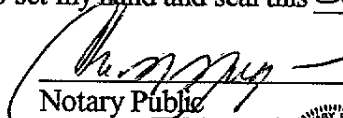

Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

Before me the undersigned authority personally appeared, MICHAEL A. GARCIA who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily before me acknowledge according to law that she made and subscribed the same for the purposes and uses therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 30th day of September, 1998.


Notary Public
My commission expires



Charles M. Milligan
MY COMMISSION # CC494256 EXPIRES
December 13, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I, MICHAEL A. GARCIA, having been designated as the Registered Agent of M.A.G., Inc.,
hereby accept such designation and agree to serve as and perform the duties of a Registered Agent as set forth in the Florida General Corporation Act.

Dated this 30th day of September, 1998.


MICHAEL A. GARCIA

STATE OF FLORIDA

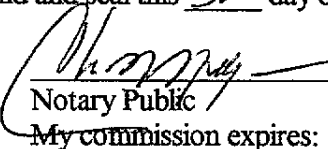
COUNTY OF MONROE

Before me the undersigned authority personally appeared MICHAEL A. GARCIA who being personally known and who being duly sworn acknowledges that she has executed the foregoing

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TALLAHASSEE, FLORIDA

Acceptance of Registered Agent for the purpose set forth therein.

In Witness Whereof I have set my hand and seal this 31 day of September, 1998.


Notary Public

My commission expires:



Charles M. Milligan
MY COMMISSION # CC494256 EXPIRES
December 13, 1999
BONDED TO RUTROF FAIN INSURANCE, INC.