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P.O. Box 500938
MARATHON, FLORIDA 33050-0938

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ROBERT K. MILLER*
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*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN TEXAS

April 30, 1999

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

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-05/05/99--01044--015
*****78.75 *****78.75

RE: BILL'S ALL ISLAND MAINTENANCE, INC.
Our File No. 99-M-34

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 \$78.75 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan
Secretary to
Robert K. Miller

FILED
99 MAY -5 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/am
Enclosures

Handwritten: mm 5/10/99

ARTICLES OF INCORPORATION
of
BILL'S ALL ISLAND MAINTENANCE, INC.

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 BILL'S ALL ISLAND MAINTENANCE, 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 no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: 2975 Overseas Highway, Marathon, FL 33050

The name of the initial registered agent of this corporation at that address is: Robert K. Miller.

ARTICLE V - BOARD OF DIRECTORS.

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

The name of the initial director is:

WILLIAM H. REYNOLDS, III

The address of the initial director is:

125 CUNNINGHAM LANE
BIG PINE KEY, FLORIDA 33043

ARTICLE VI - INCORPORATORS.

FILED
99 MAY -5 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

WILLIAM H. REYNOLDS, III
125 CUNNINGHAM LANE
BIG PINE KEY, FLORIDA 33043

ARTICLE VII - CORPORATE OFFICE.

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

81909 OVERSEAS OLD ROAD
ISLAMORADA, FLORIDA 33036

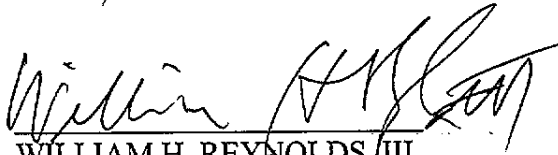
ARTICLE VIII - INDEMNIFICATION.

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 day of 1999.


WILLIAM H. REYNOLDS, III
Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

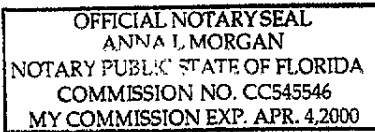
The foregoing instrument was acknowledged before me this day of , 1999, by WILLIAM H. REYNOLDS, III, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 27 day of April, 1999.


NOTARY PUBLIC, State of Florida

My commission expires:

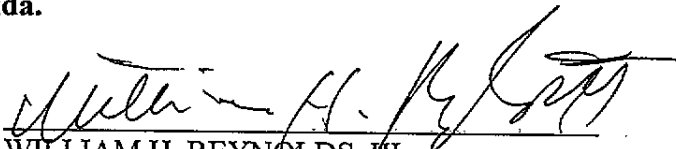
Anna L. Morgan



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: BILL'S ALL ISLAND MAINTENANCE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **81909 OVERSEAS OLD ROAD, ISLAMORADA, FLORIDA 33036** has named **ROBERT K. MILLER, 2975 OVERSEAS HIGHWAY, MARATHON, Florida 33050** as its agent to accept service of process with Florida.


WILLIAM H. REYNOLDS, III
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:


ROBERT K. MILLER
Registered Agent

FILED
99 MAY -5 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA