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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 2:08

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

SUBJECT: Filing Articles of Incorporation

I enclose an original and 1 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50.

400002884364--3
-05/24/99-01117-008
****122.50 *****78.75

From:

James Smith JR
Name
1301 8th St.
Address
Key West FL 33040
City State Zip
(305) 292-9657
Telephone Number

SHARON

MAY 27 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 2:08

ARTICLES OF INCORPORATION
OF
CONCH HOUSE RESTORATION, INC.

ARTICLE I NAME

The name of the corporation shall be:

CONCH HOUSE RESTORATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1301 8TH ST
KEY WEST, FL 33040

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5000). Such shares shall be of a single class and shall have NO par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JAMES E. SMITH, JR.
1301 8TH ST
KEY WEST, FL. 33040

ARTICLE V INCORPORATOR

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

JAMES E. SMITH, JR.
1301 8TH ST
KEY WEST, FL 33040

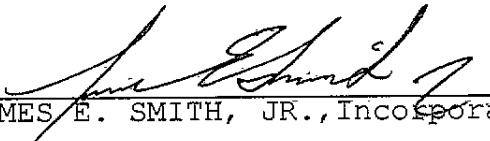
ARTICLE VI DIRECTORS

The corporation shall have ONE director. The name and address of the initial director of the corporation are:

JAMES E. SMITH, JR.
1301 8TH ST
KEY WEST, FL. 33040

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

The undersigned has executed these Articles of Incorporation this 20 day of May 1999


JAMES E. SMITH, JR., Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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...

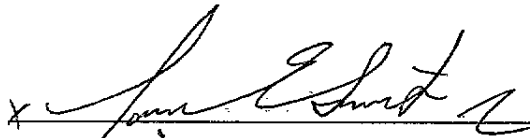
1. The name of the corporation is:

CONCH HOUSE RESTORATION, INC.

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

JAMES E. SMITH, JR.
1301 8TH ST
KEY WEST, FL 33040

Signature: x



Title: -

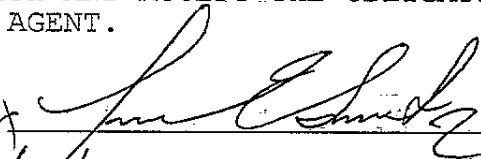
incorporator

Date: 05/20/99

FILED OF STATUTES
SECRETARY OF CORPORATIONS
99 MAY 24 PM 2:06

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.

Signature: x



Date: 05/20/99