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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

May 27, 1999

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

600002889686--2
-05/28/99--01072--017
*****78.75 *****78.75

RE: Don't Worry of Key West, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

John M. Spottswood, Jr.
JOHN M. SPOTTSWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

FILED
1999 MAY 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 MAY 28 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FIRST: The name of this corporation is: DON'T WORRY OF KEY WEST, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: MORDECHAI ARAZI, 325 Duval Street, Key West, FL 33040.

FIFTH: The name and address of the initial directors are: MORDECHAI ARAZI, whose address is 325 Duval Street, Key West, FL 33040, and JACOB BLIVES, whose address is 503 Duval Street, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The names and addresses of the incorporators of this corporation are MORDECHAI ARAZI, whose address is 325 Duval Street, Key West, FL 33040, and JACOB BLIVES, whose address is 503 Duval Street, Key West, FL 33040.

SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The address of the corporation is 503 Duval Street, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of May, 1999.

Incorporator:



MORDECHAI ARAZI



JACOB BLIVES

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 27th day of May, 1999, by MORDECHAI ARAZI and JACOB BLIVES, who are personally known to me or who have produced _____ as identification.



NOTARY PUBLIC

ROBIN R. GEDMIN

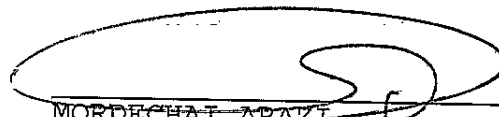


Robin R. Gedmin
MY COMMISSION # CC794170 EXPIRES
April 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.



MORDECHAI ARAZI