

Spottswood Companies, Inc.

506 Fleming Street  
Key West, FL 33040

(305) 294-6100  
Fax (305) 294-6122

PP9000067572

June 28, 1999

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

800002924258--5  
-07/07/99--01002--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: SH-Marathon, Inc.

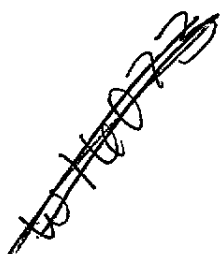
Enclosed is an original and one (1) copy of the articles of incorporation of SH2, Inc. and a check for \$78.75 for the filing fee and a certificate. Please return the certificate and a stamped copy of the articles to the undersigned. Thank you.

Very truly yours,

  
Robert A. Spottswood

Encl.

FILED  
99 JUL -2 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 13, 1999

SPOTTSWOOD COMPANIES, INC.  
ATTN: ROBERT A. SPOTTSWOOD  
506 FLEMING ST.  
KEY WEST, FL 33040

SUBJECT: SH2, INC.  
Ref. Number: W99000016073

We have received your document for SH2, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name of the entity must be identical throughout the document.

Please add "INC." to the corporations name in article I.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

Letter Number: 999A00036046

ARTICLES OF INCORPORATION

SH - MARATHON, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SH-MARATHON, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 506 Fleming Street, Key West, Florida 33040.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Robert A. Spottswood

Address

506 Fleming Street  
Key West, Florida 33040

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI – INITIAL  
BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert A. Spottswood	506 Fleming Street Key West, Florida 33040
William B. Spottswood	506 Fleming Street Key West, Florida 33040
John M. Spottswood, Jr.	506 Fleming Street Key West, Florida 33040

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Robert A. Spottswood	506 Fleming Street Key West, Florida 33040

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

ARTICLE X – AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28<sup>th</sup> day of June, 1998.



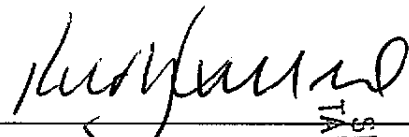
Robert A. Spottswood  
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Robert A. Spottswood  
Registered Agent

89 JUL -2 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED