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HUGH J. MORGAN
JAMES T. HENDRICK
KAREN K. CABANAS
JEDDE V. REGANTE

LAW OFFICES
MORGAN & HENDRICK
317 WHITEHEAD STREET
KEY WEST, FLORIDA 33040

W. CURRY HARRIS
(1907-1988)
HILARY U. ALBURY
(1920-1999)

August 5, 1999

Via Federal Express

State of Florida
Division of Corporations
New Filing Section - Attn: Dorris Brown
409 E. Gaines Street
Tallahassee, Florida 32399

8-4-99

600002952986--8
-08/06/99--01074--022
*****70.00 *****70.00

Re: Filing Fee for Articles of Incorporation - Kelly's Key West, Inc.

Dear Ms. Brown:

Enclosed please find a check in the amount of \$70.00 for the applicable filing fee for the Articles of Incorporation of **Kelly's Key West, Inc.** that was inadvertently left out of the package sent by FedEx yesterday with the original Articles. Thank you for your assistance.

Sincerely,

Chia Miller

Chia Miller
Paralegal

Enclosure

FILED
99 AUG -6 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-4-99
ARTICLES OF INCORPORATION

of

KELLY'S KEY WEST, INC.

FILED
99 AUG -6 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **KELLY'S KEY WEST, INC.**

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of voting common stock, each share having a par value of One Dollar (\$1.00).

FOURTH: The name and address of the undersigned subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

James T. Hendrick

317 Whitehead Street
Key West, Florida 33040

FIFTH: This corporation shall have not less than one (1) nor more than seven (7) directors. The initial sole director, who shall serve until the shareholders elect successor director or directors, is:

NAME

ADDRESS

James T. Hendrick

317 Whitehead Street
Key West, Florida 33041

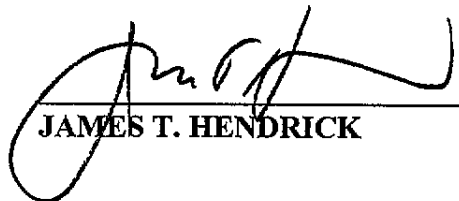
SIXTH: The street address of the initial registered office of this corporation is 317 Whitehead Street, Key West, Florida 33040, and the name of its Registered Agent at such address is JAMES T. HENDRICK.

SEVENTH: The principal office of the corporation shall be 314 Duval Street, Key West, Florida 33040.

EIGHTH: The duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

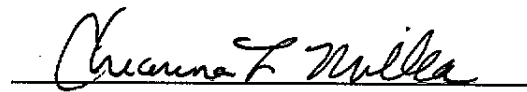
IN WITNESS WHEREOF, the undersigned has hereunto subscribed to these Articles of Incorporation, this 4th day of August, 1999.

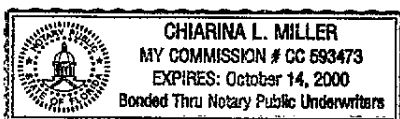

JAMES T. HENDRICK

STATE OF FLORIDA)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 4th day of August, 1999, by James T. Hendrick, who is personally known to me or who produced _____ as identification.

My Commission Expires:


NOTARY PUBLIC - State of Florida
Chiarina L. Miller
Print Name



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **KELLY'S KEY WEST, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 314 Duval Street, Key West, County of Monroe, State of Florida, has named JAMES T. HENDRICK, whose address is 317 Whitehead Street, City of Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.


DATED: August 4, 1999.



JAMES T. HENDRICK

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES T. HENDRICK
Registered Agent

99 AUG -6 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED