



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 337696 7181759

AUTHORIZATION :

COST LIMIT :

Patricia Pigato

EFFECTIVE DATE

8-10-99

ORDER DATE : August 11, 1999

ORDER TIME : 11:32 AM

ORDER NO. : 337696-005

CUSTOMER NO: 7181759

CUSTOMER: Wayne Larue Smith, Esq
THE SMITH LAW FIRM
THE SMITH LAW FIRM
Po Box 1456

100002957301--0

Key West, FL 33041-1456

DOMESTIC FILING

NAME: ALIBAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH
8/11/99

ARTICLES OF INCORPORATION

of

ALIBAR, INC.

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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 **ALIBAR, INC.**

EFFECTIVE DATE

8-10-99

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 1,000 shares of voting common stock, each share having no par value.

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

NAME

ADDRESS

Barton T. Hofford

21 Key Haven Terrace
Key West, Florida 33040

FIFTH: This corporation shall have not less than one (1) nor more than five (5) directors.

The initial directors who shall serve until the shareholders elect successor director or directors, are:

NAME

ADDRESS

Alice Weingarten

South Bay Club
800 West Avenue
Miami Beach, Florida 33139

Barton T. Hofford

21 Key Haven Terrace
Key West, Florida 33040

SIXTH: The street address of the initial registered office of this corporation is: c/o The Smith Law Firm, 300 Whitehead Street, Suite 201, Key West, Florida 33040, and the name of its Registered Agent at such address is WAYNE LaRUE SMITH.

SEVENTH: The principal office of the corporation shall be 21 Key Haven Terrace, 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.

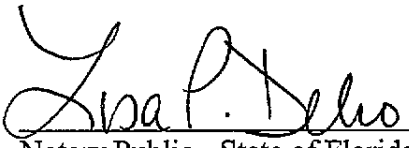
IN WITNESS WHEREOF, the undersigned has hereunto subscribed to these Articles of Incorporation, this 10 day of August, 1999.

STATE OF FLORIDA)
) SS.:
COUNTY OF MONROE)


BARTON T. HOFFORD, Incorporator

The foregoing instrument was acknowledged before me this 10th day of August, 1999, by Barton T. Hofford, who is personally known to me or who produced _____ as identification.

(SEAL)


Notary Public - State of Florida

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

FILED

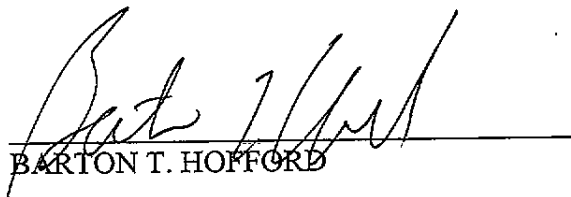
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

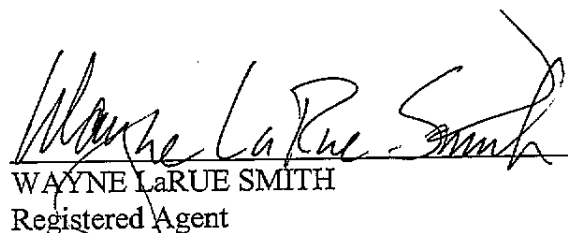
FIRST: That **ALIBAR, INC.**, desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, at 21 Key Haven Terrace, Key
West, County of Monroe, State of Florida, has named **WAYNE LaRUE SMITH**, whose address is
The Smith Law Firm, 330 Whitehead Street, Suite 201, City of Key West, County of Monroe, State
of Florida, as its Agent to accept service of process within this State.

DATED: August 10, 1999.


BARTON T. HOFFORD

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.


WAYNE LaRUE SMITH
Registered Agent