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ATTORNEYS AT LAW

THE ANDERSEN FIRM

A PROFESSIONAL CORPORATION

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REPLY TO: KEY WEST OFFICE

September 21, 1999

VIA OVERNIGHT DELIVERY

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399  
ATTN: Corporations Division

Re: Florida Keys Marketing Associates, Inc.  
Articles of Incorporation

FILED  
1999 SEP 22 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700002993847-2  
-09/22/99-01067-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Please find enclosed for filing the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for Florida Keys Marketing Associates, Inc. Also enclosed is this firm's check in the amount of \$70.00 representing the applicable filing fees. Upon filing of these documents, please send the appropriate confirmations to the attention of the undersigned; we have enclosed an overnight delivery package for this purpose.

If you should require any additional information or materials, please do not hesitate to contact the undersigned.

With kindest regards,

THE ANDERSEN FIRM  
A PROFESSIONAL CORPORATION

By:

Samuel S. Choy

Enclosures

cc: Stephen Smith (via U.S. mail)

FILED

1999 SEP 22 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA KEYS MARKETING ASSOCIATES, INC.**

THE UNDERSIGNED person under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is:

Florida Keys Marketing Associates, Inc.

2. The complete address of Corporation's initial registered office in Florida is:

501 Whitehead Street  
Key West, Florida 33040

3. The name of the initial registered agent, to be located at the address listed in paragraph two hereof is:

William E. Andersen, Esq.

4. The name in complete address of incorporator is:

Samuel S. Choy, Esq.  
THE ANDERSEN FIRM  
A Professional Corporation  
501 Whitehead Street  
Key West, Florida 33040

5. The complete address of Corporation's principal office and mailing address of Corporation is:

Florida Keys Marketing Associates, Inc.  
1525 Atlantic Boulevard  
Key West, FL 33040

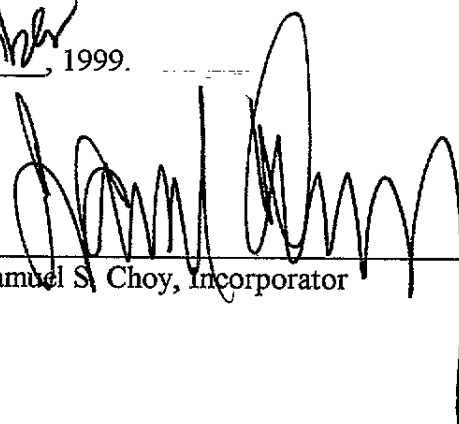
6. The Corporation is for profit.

7. The name and complete address of each person serving as an initial director is:

Stephen Smith  
1525 Atlantic Boulevard  
Key West, FL 33040

8. The number of shares of stock that this Corporation shall have outstanding at any one time is One Thousand (1,000) shares having a par value of one cent (\$0.01).
9. The shareholders of the Corporation shall have preemptive rights.

DATED this in the 21<sup>st</sup> day of September, 1999.

  
\_\_\_\_\_  
Samuel S. Choy, Incorporator

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

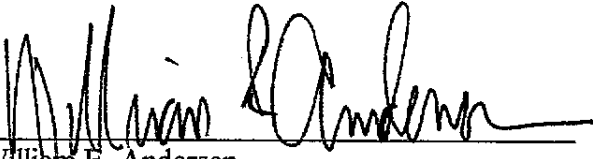
PURSUANT to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under law of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is:  
  
Florida Keys Marketing Associates, Inc.
2. The name and address of the registered agent and office is:

William E. Andersen, Esq.  
THE ANDERSEN FIRM  
A Professional Corporation  
501 Whitehead Street  
Key West, FL 33040.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby except the appointment as registered agent and agree to act in this capacity.

Dated this the 21<sup>st</sup> day of September, 1999.

  
\_\_\_\_\_  
William E. Andersen