CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302

1-800-342-8062 • Fax (850) 222-1222 51560

Market 400003267074--3 -05/25/00--01082--009 *****78.75 *****78.75 Art of Inc. File LTD Partnership File_ Foreign Corp. File__ L.C. File_ Fictitious Name File Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstaten Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search 2 Officer Search Ď Fictitious Search Signature Fictitious_Owner Search_ Vehicle Search Driving Record Requested by: UCC 1 or 3 File 12:55 UCC 11 Search Name Date Time UCC 11 Retrieval Walk-In Will Pick Up Courier_

ARTICLES OF INCORPORATION

OF

500 MARKET PLACE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is 500 MARKET PLACE, INC.

OO MAY 25 PM 2:35 SECRETARY OF STATE TALLAHASSEE, FLORID

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 500 Truman Avenue, Suite E-5, Key West, FL 33040.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares having a par value of one-cent (\$0.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, FL 32301.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Jill A. Shaddow, 1007 Duval Street, Key West, FL 33040.

ARTICLE VII: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 25th day of May 2000.

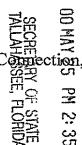
"Capital Connection, Inc. by Lance L. McGee, Client Representative"

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws 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 500 MARKET PLACE, INC.

2. The name and address of the registered agent and office is Capital Communication, 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.





HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

"Capital Connection, Inc. by Lance L. McGee, Client Representative"

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