

P97000101751

SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD
—
OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1862

November 26, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002359524--8
-12/01/97--01149--004
****122.50 ****122.50

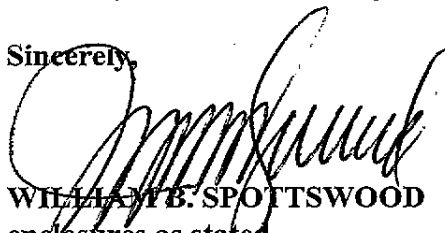
RE: O & A, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for O & A, INC., a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Debra. Thanking you for your assistance in this matter, I am.

Sincerely,



WILLIAM B. SPOTTSWOOD
enclosures as stated
WBS/dlr

Encl: as stated

97 DEC - 1 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Per
12-3-97

ARTICLES OF INCORPORATION

FILED

97 DEC -1 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

O & A, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: OFER BEN-SVI whose mailing address is 423 DUVAL STREET, KEY WEST, FLORIDA 33040.

FIFTH: The names and addresses of the initial directors are: OFER BEN-SVI at 423 DUVAL STREET, KEY WEST, FLORIDA 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name and address of the incorporator of this corporation is: OFER BEN-SVI whose address is 423 DUVAL STREET, KEY WEST, FLORIDA 33040.

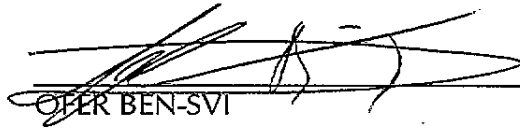
SEVENTH: This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The principal address of the corporation is 423 DUVAL STREET, KEY WEST, FLORIDA 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of November, 1997.

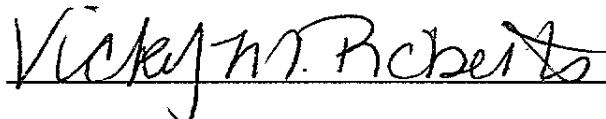
Incorporator:


OFER BEN-SVI

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 25 day of November, 1997, by OFER BEN-SVI who is personally known to me, and who produced a Florida Driver License.

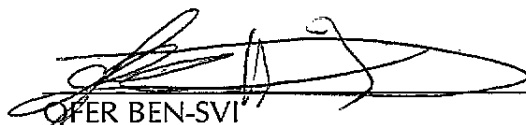

NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


OFER BEN-SVI

FILED
97 DEC -1 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA