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ATTORNEY AT LAW

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SARASOTA, FLORIDA 34239

P98 0000 97145

NOV 16 1998

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 16 PM 3:09

Corporate Records Bureau
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: KENDALL GAY CONSULTING, INC.

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-11/16/98--01060--020
*****78.75 *****78.75

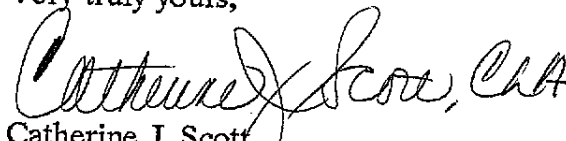
Gentlemen:

Enclosed for filing with your office are Articles of Incorporation for KENDALL GAY CONSULTING, INC.

Also enclosed is a check in the amount of \$78.75 representing the filing fee (\$35), designation of agent fee (\$35) and the cost for one certified copy (\$8.75). If you have any questions or problems with respect to the enclosed Articles of Incorporation, please contact the undersigned at your earliest convenience.

Thank you for your assistance with this filing.

Very truly yours,


Catherine J. Scott
Certified Legal Assistant

Enclosures

ARTICLES OF INCORPORATION
OF
KENDALL GAY CONSULTING, INC.

ARTICLE I - Name

The name of the corporation is:

KENDALL GAY CONSULTING, INC.

ARTICLE II - Mailing Address

The mailing address of the corporation shall be:

2715 East Avenue South
Sarasota, Florida 34239

ARTICLE III - Capital Stock

The corporation is authorized to issue 100,000 thousand (100,000) shares of common stock, \$.10 par value.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2940 South Tamiami Trail, Sarasota, Florida 34239 and the name of the initial registered agent of this corporation at that address is WILLIAM T. KIRTLEY.

ARTICLE V -Incorporator

The name and address of the person signing these Articles is:
WILLIAM T. KIRTLEY, 2940 South Tamiami Trail, Sarasota, Florida
34239.

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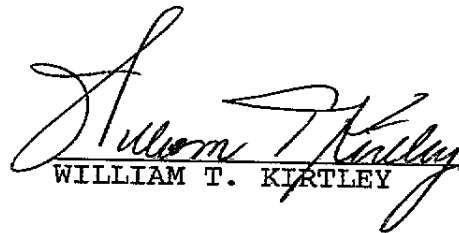
ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.


ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

WITNESS my hand and seal at Sarasota, Florida this 13th day of November, 1998.


WILLIAM T. KIRTLEY

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


WILLIAM T. KIRTLEY

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