

F95000005614

500 Century Building
36 South Pennsylvania Street
Indianapolis, Indiana 46204
(317) 633-4100
fax: (317) 633-4106

November 15, 1995

VIA OVERNIGHT DELIVERY
(904) 487-6943

Hart Collins
FLORIDA DIVISION OF CORPORATIONS
Foreign Section
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:36

RE: Florida Registration — Kelley, Inc.

Dear Mr. Collins:

As we discussed by telephone last Thursday, November 9, 1995, Kelley, Incorporated, an Indiana corporation, has been attempting to register to do business in Florida for some time now. As you know, we have been unable to agree upon a name to use for business purposes in Florida.

We would like to adopt the name Kelley Indiana, Inc., for use in the state of Florida. I believe you already possess a completed application to register Kelley, Inc. in the state of Florida and the accompanying application fee.

Enclosed you will find a Resolution of the Board of Directors of Kelley, Incorporated authorizing the use of the name Kelley Indiana, Inc. for use in the state of Florida. Also enclosed is a Certificate of Existence from the Secretary of State of Indiana showing Kelley, Incorporated as a valid corporation in the state of Indiana.

With this additional documentation, you should be able to complete the application of Kelley, Inc. Once Kelley, Inc. is registered as Kelley Indiana, Inc., please provide me with verification of the registration. Thank you for your attention to this matter. If you have any questions or concerns, please contact me.

Sincerely,



Bradley Manns
Attorney at Law

Enclosures

cc: Mr. E. W. Kelley
Mary Hall Mueller, Esq.

Validation: Next Page

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

100000848301
-01/18/94--01142--008
*****70.00 *****70.00

SUBJECT: KELLEY, INC.

(Name of corporation)

W94-1226

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

E. W. Kelley
(Name of Person)

KELLEY, INC.
(Firm/Company)

131 Woden Way, S.E.
(Address)

Winter Haven, FL 33884
(City, State and Zip Code)

100000848301
-09/07/95--01003--001
***6141.25 ***6141.25

Should you need to call someone concerning this matter, please call:

E. W. Kelley
(Name of Person)

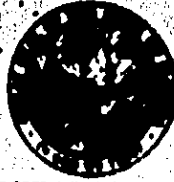
at (813) 324 - 2777
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 19, 1994

**E.W. KELLEY
KELLEY, INC.
131 WODEN WAY, SE
WINTER HAVEN, FL 33884**

**SUBJECT: KELLEY, INC.
Ref. Number: W94000001226**

We have received your document for KELLEY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s).

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

**Jennifer Sindt
Document Examiner**

Letter Number: 294A00002117



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

February 9, 1994

**E.W. KELLEY
KELLEY, INC.
131 WODEN WAY, SE
WINTER HAVEN, FL 33884**

**SUBJECT: KELLEY, INC.
Ref. Number: W94000001226**

We have received your document for KELLEY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$6141.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

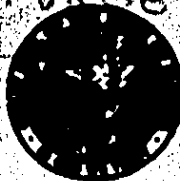
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

**Freta Lott
Corporate Specialist Supervisor**

Letter Number: 294A00005992

DON'T FORGET TO CHECK NAME



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

May 2, 1994

**E.W. KELLEY
KELLEY, INC.
131 WODEN WAY, SE
WINTER HAVEN, FL 33884**

**SUBJECT: KELLEY, INC.
Ref. Number: W94000001226**

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for KELLEY, INC..

The referenced application states that the corporation has transacted business in the State of Florida since March 12, 1982. You were notified by letter dated February 9, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$6141.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

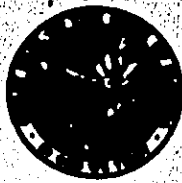
If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Freta Lott
Corporate Specialist Supervisor Letter No. 594A00020109

Enclosure

5/23 Bobbi Eldridge called because
Fla. Corp wants Kelly Inc. as
their name.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

May 6, 1994

RECEIVED

1994 APR 36 PM 3:15

DIRECTOR
BUREAU OF CONSUMER AFFAIRS
TALLAHASSEE, FLORIDA

Mr. Charles R. Chilton
Sharit, Bunn, Chilton & Holden
99 Sixth Street Southwest
Winter Haven, Florida 33880

RE: KELLEY, INC.

FBI: 35-1164047

Dear Mr. Chilton:

I received your April 27 letter and Mr. Kelley's accompanying affidavit regarding Kelley, Inc.'s (Kelley) transaction of business in Florida.

In response to your submission that the growing of the orange crop on the tree is a natural process and clearly falls within the definition of "owning, without more, real or personal property," I respectfully disagree. Kelley operates an orange grove. By definition, a grove is "a group of trees planted and cultivated to bear fruit" See Webster's New World Dictionary 618 (2d college ed. 1986). The acts of planting and cultivating trees are not natural processes.

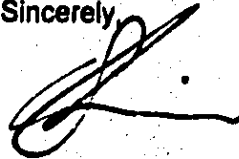
However, regardless of whether Kelley's orange grove is cultivated or grown without human intervention, the fact that the resulting oranges are harvested and sold constitutes the transacting of business by a foreign corporation without authority from the Department of State.

You are correct when you state that the ownership of land on which orange trees are located does not constitute transacting business in Florida. However, Kelley has gone beyond ownership and has an ongoing citrus operation.

Mr. Charles R. Chilton
May 6, 1994
Page Two

The affidavit which we have on file does not negate Kelley's liability to the Department of State for fees and penalties in the amount of \$6141.25. Should you wish to discuss this matter further, contact me at (904) 488-3684.

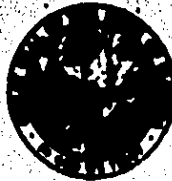
Sincerely,

A handwritten signature in black ink, appearing to be "D. Sunshine", written over the word "Sincerely,".

Douglas D. Sunshine
Assistant General Counsel

DDS/

cc: Dave Mann, Director, Division of Corporations



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 29, 1994

E.W. KELLEY SEE FLORIDA CORP. KELLY, INC. FILED, 6/3/9
KELLEY, INC.
131 WODEN WAY, SE
WINTER HAVEN, FL 33884

SUBJECT: KELLEY, INC.
Ref. Number: W94000001226

We have received your document for KELLEY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

As your office was informed by letter dated May 6, 1994 from Douglas Sunshine, the operation of a citrus grove goes beyond merely "owning, without more, real or personal property".

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$6141.25.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call

(904) 487-8093.

**Freta Lott
Corporate Specialist Supervisor**

Letter Number: 594A00039343

Kelley, Inc.
Kelley Builders, Inc.

317/ 963-2284
963-2285
963-2727

**Sharpsville,
Indiana 46068**

September 8, 1994

Ms. Freta Lott
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Kelley, Inc.
Reference Number: W94000001226

This is in reply to your letter of August 29th. You and your associates apparently do not understand that Kelley, Inc. does not operate a citrus grove. The operation is carried on by another corporation which is a Florida corporation and pays Florida fees and taxes. Consequently, we feel that Kelley, Inc. is only responsible for "owning, without more, real or personal property".

Would you please acknowledge this understanding to Kelley, Inc., 131 Woden Way, SE, Winter Haven, Florida 33884.

Very truly yours,

E. W. Kelley
E. W. Kelley
Chairman

ssa



SHARIT, BUNN, CHILTON & HOLDEN
ATTORNEYS AT LAW

89 NINTH STREET S.W. / WINTER HAVEN, FLORIDA 33890

TELEPHONE (813) 292-0000 / FAX: (813) 292-0000

REPLY TO:

P.O. Box 9400

WINTER HAVEN, FLORIDA 33890-9400

JON L. SHARIT

R. SCOTT BUNN*

CHARLES R. CHILTON

LANCE HOLDEN

ROBERT J. STAMBAUGH

*BARRISTER-AT-LAW
BY THE FLORIDA BAR
ADMITTED IN FLORIDA AND COLORADO

September 21, 1994

RECEIVED

SEP 26 1994

Mr. Douglas Sunshine
Secretary of State
The Capitol, Room LL10
Tallahassee, FL 32399-0250

Office of General Counsel
Department of State

Re: KELLEY, INC.

Dear Doug:

This will confirm our telephone conversation of September 20, 1994 wherein I advised you that my client would be willing to file a declaratory decree action in Leon County to determine whether it was required to register to do business in Florida, provided the Secretary of State would agree that if Kelley, Inc. was not successful in the declaratory decree action, the only liability of Kelley, Inc. would be the payment of the \$6,141.25 in penalties and fees as previously demanded by your office, and the Secretary of State would not assess any additional costs, interest, or penalties. Upon payment of the \$6,141.25 (if Kelley, Inc. is not successful in the declaratory action), Kelley, Inc. would be allowed to register as a foreign corporation doing business in Florida. Each party would pay its own costs and attorneys' fees and Kelley, Inc. would agree to place \$6,141.25 in my law firm's trust account pending the outcome of the suit. My proposal is also contingent on the parties agreeing on a statement of facts.

Please let me know if this procedure is agreeable with the Secretary of State.

Very truly yours,

Charles R. Chilton

CHARLES R. CHILTON

CRC/jsr

XC: Kelley, Inc.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 28, 1994

Mr. Charles R. Chilton
Sharit, Bunn, Chilton & Holden
99 Sixth Street Southwest
Winter Haven, Florida 33880

Dear Mr. Chilton:

RE: KELLEY, INC.

I received your September 21 letter confirming our telephone conversation of September 20. As discussed in your letter, the Department of State (Department) agrees that if Kelley, Inc. (Kelley), is not successful in a declaratory decree action, the only liability of the corporation to the Division of Corporations will be payment of the \$6,141.25, assuming Kelley first transacted business in Florida without authority in 1982 as provided in its application. However, this is also assuming that Kelley submits payment of the \$6,141.25 within 10 days of the entry of an order favorable to the Department. If the Department is required to initiate further action to collect the penalties and fees, the Department does not foreclose its ability to pursue a penalty of \$1,000 for each year, or part thereof, during which Kelley transacted business in Florida, pursuant to Section 607.1502(4), Florida Statutes.

It is agreed that upon payment of the \$6,141.25, Kelley will be allowed to register as a foreign corporation doing business in Florida. It is further agreed that each party will pay its own costs and attorney's fees and that Kelley will place \$6,141.25 in your firm's trust account with the agreement that if the Department receives a favorable ruling, those funds will be released to the Department.

As discussed, I await submission of your statement of facts for my review and approval. If you wish to discuss this matter further, contact me at (904) 488-3684.

Sincerely,

Douglas D. Sunshine
Assistant General Counsel

DDS/

cc: Dave Mann, Director, Division of Corporations



SHARIT, BUNN, CHILTON & HOLDEN
ATTORNEYS AT LAW

99 SIXTH STREET S.W. / WINTER HAVEN, FLORIDA 33894
TELEPHONE (813) 899-0000 / FAX: (813) 893-4000

REPLY TO:
P.O. BOX 9400
WINTER HAVEN, FLORIDA 33894-0400

JOE L. SHARIT
R. SCOTT BUNN
CHARLES R. CHILTON
M. LANCE HOLDEN
ROBERT J. STAMBAUGH

* SEVEN CHAIRS OF CIVIL TRIAL LAWYER
BY THE FLORIDA BAR
ADMITTED IN FLORIDA AND CALIFORNIA

October 17, 1994

RECEIVED

OCT 20 1994

Office of General Counsel
Department of State

Mr. Douglas D. Sunshine
Assistant General Counsel
Florida Department of State
The Capitol (LL10)
Tallahassee, Florida 32399-0250

Re: Kelley, Inc.

Dear Doug:

Thank you for your letter of September 28, 1994.

Enclosed is a Statement of Facts which we have prepared in contemplation of filing an action seeking a declaratory decree. Please review the statement and advise me as to any deletions or additions which you feel are appropriate.

Yours very truly,

CHARLES R. CHILTON

CRC:ls
enclosure

STATEMENT OF FACTS

^ 1. Kelley, Inc., an Indiana corporation (the Corporation), was incorporated on December 4, 1969.

^ 2. On March 12, 1982 the Corporation purchased a citrus grove located in Hardee County, Florida. The citrus grove is the Corporation's only asset located in the State of Florida.

^ 3. At the time of the Corporation's acquisition of the citrus grove and at all times since the citrus grove has consisted of real property and personal property including citrus trees and irrigation equipment, all of which are permanently attached or affixed to the real property.

DEATHS INC. 4. The Corporation has no employees in the State of Florida. All of the activities associated with the citrus grove, including its care, maintenance and operation as well as the sale and harvesting of the crops, are performed by independent contractors.

D 5. Kelley, Inc. has not registered to transact business in Florida based upon its belief that it falls within one or more of the statutory exceptions to this requirement.

^ 6. The Florida Department of State seeks payment from the Corporation in the amount of \$6,141.25 representing Annual Report fees and penalty fees, assessed as a result of Kelley, Inc.'s failure to qualify the year it acquired the citrus grove.

D 7. Kelley, Inc. believes that, given the nature of its activity in the State of Florida, it is exempt from the statutory requirement of obtaining a certificate of authority to transact business in the state. The Secretary of State maintains Kelley, Inc. is not exempt and must register.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

18 July, 1995

Mr. Robert J. Stambaugh
Sharit, Bunn, Chilton & Holden, P.A.
99 Sixth Street Southwest
Winter Haven, Florida 33880

Dear Mr. Stambaugh:

Re: Kelley, Inc.

The purpose of this letter is to memorialize our recent telephone conversation regarding the position of the Department of State (hereinafter "the Department") on the corporate status of your client, Kelley, Inc. (hereinafter "Kelley") and the possibility of a declaratory action to determine its liability under Florida's corporate laws.

Subject to qualifications, the Department would be willing to enter into a declaratory action to determine whether Kelley is liable for past penalties and annual report fees for violating sections 607.1501 and 607.1502, Florida Statutes. The qualifications are as follows:

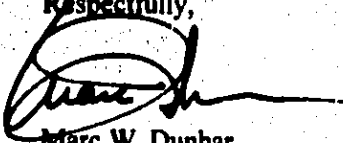
1. the amount of fees and penalties in dispute will be the maximum statutory amount, i.e. \$15,041.25;
2. Kelley will fully cooperate in the Department's liberal discovery so that the Department may become fully apprised of Kelley's Florida operations;
3. Kelley will initiate the action in Leon County; and
4. Kelley will agree to pay all of its court costs and attorney's fees regardless of the outcome of the declaratory action.

In the alternative, the Department is willing to settle this matter at the previously disclosed amount of \$6,141.25. Given the time which has elapsed since the initial notice, this settlement offer will be available until August 18, 1995.

Mr: Robert J. Stambaugh
18 July, 1995
Page 2

Once your client has decided upon a course of action, please contact me at 904/ 488-3684 so that this matter can be expeditiously resolved. If you have any questions in the interim, please feel free to call me.

Respectfully,

A handwritten signature in dark ink, appearing to read "Marc W. Dunbar", with a stylized flourish extending to the right.

Marc W. Dunbar
Assistant General Counsel

MWD/idi



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1995

ROBERT J. STAMBAUGH
SHARIT, BUNN, CHILTON & HOLDEN, P.A.
99 6TH ST., SW
WINTER HAVEN, FL 33880

Kelley, she

We have received your document for and your check(s) totaling \$8211.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

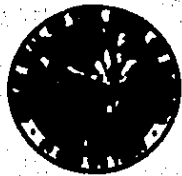
A Certificate of Existence, dated within the last 90 days, will be required. The previously submitted certificate has expired.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 195A00041269



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: August 28, 1995

RE: Kelley, Inc.

Based on a review of the file and the check provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business in this state. This corporation has paid all penalties and fees in full and now desires to transact business within the state.

MWD/mwd

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 NOV 16 AM 11:37


IN RE: Kelley, Inc.

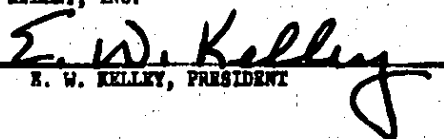
STIPULATION AND SETTLEMENT

COMES NOW the parties, the Department of State, Division of Corporations, (hereinafter referred to as the "Division"), and Kelley, Inc., a foreign corporation, (hereinafter referred to as "Kelley") and do hereby stipulate and agree to the following:

1. Kelley is a corporation that has been transacting business in Florida since March 12, 1982.
2. Section 607.1501(1), Florida Statutes, provides that a foreign corporation may not transact business in this state until it obtains a certificate of authority from the Department of State.
3. The Division has jurisdiction over this matter pursuant to Section 607.1502(4), Florida Statutes.
4. Kelley has violated the provisions of Section 607.1501, Florida Statutes, by transacting business in Florida without obtaining a certificate of authority from the Department of State. As a result, Kelley is subject to penalties and fees as enumerated in Chapter 607, Florida Statutes.
5. In order to avoid litigation, and in accordance with the Division's authority, the parties agree to the following:
 - a. Kelley agrees to pay \$6,141.25 in penalties and fees to the Division.
 - b. The Division agrees to continue processing the application Kelley for authority to transact business in this state upon payment of the \$6,141.25. The Division further agrees that this payment shall represent full payment and settlement of all annual report fees and penalties which have accrued through 1995.

c. Each party shall be responsible for its own costs and fees.


Dave Mann
Director
Department of State
Division of Corporations

KELLEY, INC.
BY: 
E. W. KELLEY, PRESIDENT

Executed on this 25th day
of August, 1995

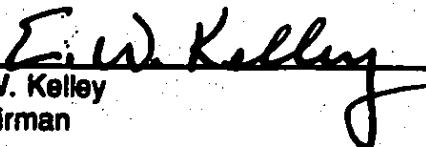
Executed on this 21st day
of August, 1995.

RESOLUTION OF BOARD OF DIRECTORS
OF KELLEY, INCORPORATED

I, the undersigned E. W. Kelley, do hereby certify that this Resolution of the Board of Directors of Kelley, Incorporated, a corporation duly organized and existing under the laws of the State of Indiana, was duly adopted on November 13, 1995.

Resolved, that Kelley, Incorporated, organized and existing in the State of Indiana, hereby adopts the name Kelley Indiana, Inc. for use in Florida.

Dated: November 13, 1995


E. W. Kelley
Chairman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:37

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. KELLEY, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. INDIANA 3. 35-1164047
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. DECEMBER 4, 1969 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 12, 1982
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 777 THIRD AVENUE
NEW YORK, NY 10017
(Current mailing address)
8. CITRUS OPERATION
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: E. W. Kelley
Office Address: 131 Woden Way, S.E.
Winter Haven, Florida, 33884
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 1 AM 11:37

10. Registered agent's acceptance:

I, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

E. W. Kelley
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

A. DIRECTORS

SEE ATTACHED SHEET

Chairman: _____

Address: _____

Director
~~Not Chairman~~

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED SHEET

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. E. W. Kelley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. E. W. Kelley, Chairman
(Typed or printed name and capacity of person signing application)

12. Names and addresses of officers and/or directors:

A. DIRECTORS

E. W. Kelley
131 Woden Way, S.E.
Winter Haven, FL 33884

W. E. Kelley
131 Woden Way, S.E.
Winter Haven, FL 33884

W. W. Kelley
R.R. #1, U.S. Highway 31
Sharpsville, IN 46068

W. L. Kelley
8517 Greencastle Drive
Charlotte, NC 28210

E. W. Kelley II
115 Orchard Place
Ithaca, NY 14850

K. K. Germaine
DoDDS PSC 79
Box 20038
APO AP 96364-0038

B. OFFICERS

Chairman: E. W. Kelley
131 Woden Way, S.E.
Winter Haven, FL 33884

President: E. W. Kelley II
115 Orchard Place
Ithaca, NY 14850

Vice President/Assistant Treasurer: W. W. Kelley
R.R. #1
U.S. Highway 31
Sharpsville, IN 46068

Vice President: W. L. Kelley
8517 Greencastle Drive
Charlotte, NC 28210

Secretary/Treasurer: W. E. Kelley
131 Woden Way, S.E.
Winter Haven, FL 33884

B. OFFICERS (Continued)

Assistant Vice President and
Farm General Manager:

Chris M. Kelley
R.R. 1
U.S. Highway 31
Sharpville, IN 46068

Assistant Secretary:

S. S. Aramian
19 August Street
Providence, RI 02908

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

KELLEY INC

filed Articles of Incorporation on December 04, 1969, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:37



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighth day of November, 1995.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

F95000005614

Kelley & Partners, Ltd.

130 Woden Way, S. E., Winter Haven, Florida 33884-2837

RECEIVED

JUN 14 1996

Mailing General Partners:
E. W. Kelley
S. S. Aramian

June 13, 1996

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

FAX: 904 922-5763

Mr. Marc W. Dunbar
Assistant General Counsel
Secretary of State
The Capitol
Tallahassee, Florida 32399-0250

RE: KELLEY, INC.

F95-5614

Dear Mr. Dunbar:

We are having difficulty complying with Florida law primarily due to the fact that we have not received notification or form to be filed with your office.

Apparently, our Mailing Address which is on our stationery, has not been used to forward needed form. In June of 1995, our offices were moved from New York to Indianapolis, Indiana and no mail from you has been received by us through the ordinary postal deliveries. We, therefore, ask if you would please send us form need (either by mail or fax) and I will be pleased to process immediately.

Thank you for your kind attention.

Very truly yours,

S. S. Aramian

Enclosures

Chang of Principal Officer

HC 417