



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2002

F 97 000002795

William Frederick, President
KEY CENTERS, INC.
PO Box 10501
Pompano Beach, FL 33061

300008414183--4

SUBJECT: KEY CENTERS, INC.
Reference: F97000002795

Dear Mr. Frederick:

It was recently brought to our attention that the above referenced Delaware corporation, which is currently authorized to transact business in Florida, is no longer in existence and good standing in the state of Delaware.

To avoid any negative action on the part of this office, you must take the appropriate action to reinstate/reactivate this entity with the Delaware Secretary of State's Office and provide this office with proof of said reinstatement/reactivation. Please return said proof to the attention of the undersigned within 30 days from the date of this letter. A self-addressed envelope is enclosed for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact the undersigned.

Sincerely,

(Mrs.) Brenda L. Tadlock
Sr. Section Administrator
Registration Section
(850) 245-6911
btadlock@mail.dos.state.fl.us

/blt

Enclosures



**RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW**

222 LAKEVIEW AVENUE
SUITE 800
WEST PALM BEACH, FLORIDA 33401-6112

(561) 838-4508
FAX: (561) 514-3408
LORRAINE.ROGERS@RUDEN.COM

May 24, 2002

Ms. Brenda Padlock
Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Key Centers, Inc.

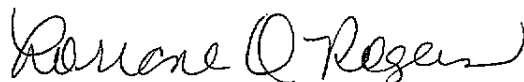
Dear Ms. Padlock:

This letter is to inform you that Key Centers, Inc. is no longer an active corporation in Delaware. For your records and review, attached is a copy of the Certificate from Delaware dated May 22, 2002, with an Authentication No.1789426, wherein it states that the Corporation is no longer in existence and in good standing under the laws of the State of Delaware having become inoperative and void as of March 1, 2002. Accordingly, Key Centers, Inc., based on this certificate from the State of Delaware is not a foreign corporation that is able to do business in the State of Florida.

Thank you for your anticipated cooperation in dealing with this issue.

Very truly yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.



Lorraine O'Hanlon Rogers

LOR/vlh
Enclosure

WPB:140644:1

FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ PORT ST. LUCIE ■ SARASOTA ■ ST. PETERSBURG ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

Delaware

PAGE 1

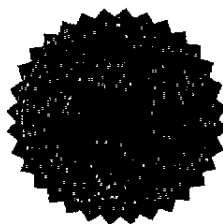
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "KEY CENTERS, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS NO LONGER IN EXISTENCE AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE HAVING BECOME INOPERATIVE AND VOID THE FIRST DAY OF MARCH, A.D. 2002 FOR NON-PAYMENT OF TAXES.

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020321254

*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1789426

DATE: 05-22-02