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January 17, 2000

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300003104633--4

-01/20/00--01081--011

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Keybro International, Inc.  
My file number: 99-8056

To Whom it May Concern:

Enclosed you will find an original and two copies of the Articles of Incorporation for the Corporation, Keybro International.

Please forward the stamped copie of the Articles to me at the above address.

Also enclosed is our check in the amount of \$78.75 to cover the filing fee for the incorporation.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Thank you in advance for your assistance and cooperation in this matter.

Sincerely yours,

*Dictated but not read to expedite delivery*

Robert M.W. Shalhoub

Enclosures

cc: Michael Keady

RMWSHd18057ldivcorp ltr

Heather  
AUTHORIZATION BY PHONE TO  
CORRECT ARTI add suffix  
DATE 1/26  
DOC. EXAM SK

S. Thompson JAN 26 2000

**ARTICLES OF INCORPORATION**

**OF**

**KEY BRO INTERNATIONAL, INC.**

FILED  
00 JAN 20 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be: KEY BRO INTERNATIONAL, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida Law.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is:

1. To engage in any activities or business permitted under the laws of the United States and the State of Florida.
2. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of One Dollar

(\$1.00) par value Common Stock, which shall be designated "Common Shares".

#### **ARTICLE V**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1) natural persons; 2) estates, or 3) a trust as described in 26 U.S.C.S., Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

#### **ARTICLE VI**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation".

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is: **MICHAEL KEADY**, 3625 South Olive Avenue, #29, West Palm Beach, Florida 33401.

The principal office and the mailing address of the corporation is: 3625 South Olive Avenue, #29, West Palm Beach, Florida 33401.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows: MICHAEL KEADY, 3625 South Olive Avenue, #29, West Palm Beach, Florida 33401.

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is: MICHAEL KEADY, 3625 South Olive Avenue, #29, West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of October, 1999.

  
MICHAEL KEADY

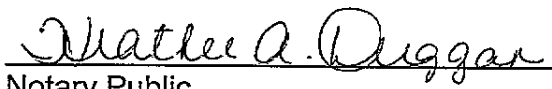
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of October, 1999 by **MICHAEL KEADY**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

(SEAL)



Heather Anna Duggan  
MY COMMISSION # CC694251 EXPIRES  
November 4, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public

FILED  
00 JAN 20 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT**

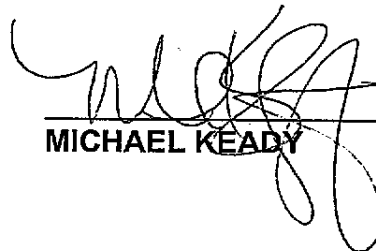
**CERTIFICATE OF REGISTERED AGENT -MICHAEL KEADY**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at, 3625 South Olive Avenue, #29, West Palm Beach, Florida 33401, has named MICHAEL KEADY as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this Certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.

  
\_\_\_\_\_  
MICHAEL KEADY