

TRANSMITTAL LETTER

P000000010816

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/26/00--01041--009
****131.25 ****87.50

SUBJECT: KEESING AND ASSOCIATES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

xx \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: KEESING AND ASSOCIATES, INC., C/O Keithson Chin-Sang
Name (Printed or typed)

8031 SW 197th Terrace, Miami, FL 33189
Address

Miami, Florida 33189
City, State & Zip

(305) 251-4883
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JAN 26 AM 11:10

FILED

NOTE: Please provide the original and one copy of the articles.

A. Howell FEB 1 2000

FILED

2000 JAN 26 AM 11: 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KEESING AND ASSOCIATES, INC.**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **KEESING AND ASSOCIATES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 8031 SW 197th Terrace, Miami, Florida 33189 and the mailing address is the same.

ARTICLE 4 – INCORPORATORS

The name and street address of the Incorporator of this Corporation is Keithson Chin-Sang whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Keithson Chin-Sang
Secretary:	Fortunata M. Chin-Sang
Treasurer:	Fortunata M. Chin-Sang

ARTICLE 6 – DIRECTORS

The first Director of the Corporation shall be:

Keithson Chin-Sang

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **TEN CENTS (\$0.10)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“ The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 8031 SW 197th Terrace, Miami, Florida 33189. The name and address of the registered agent of this Corporation is Keithson Chin-Sang, 8031 SW 197th Terrace, Miami, Florida 33189.

ARTICLE 13 – BYLAWS

The Board of Director(s) of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of January, 2000.


Keithson Chin-Sang, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.


Keithson Chin-Sang,
Registered Agent

01.22.2000
Date

Articles of Incorporation _____
Filing Fee, Certified Copy and Certificate \$131.25

FILED

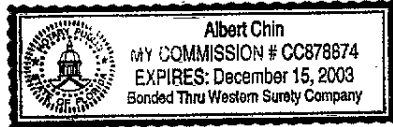
2000 JAN 26 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on the this day before me, a Notary Public duly authorized in the said State and County above to take acknowledgements, personally appeared Keithson Chin-Sang, to me known to be the person who executed the foregoing ARTICLES of INCORPORATION and who acknowledged that she executed the same.

Witness my hand and official seal in the State and County above named this 22nd day of January 2000.



Albert Chin

Notary Public, State of Florida at Large
My Commission Expires:

The undersigned, having been named to accept service of process for the above Corporation at the place designated in Article 12 hereof, hereby accept such agency and agrees to comply with the provision of the Florida Statutes relative to keeping open said office.

[Signature]
