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ACCOUNT NO. : 072100000032

REFERENCE : 659782 11548A

AUTHORIZATION :

COST LIMIT : *Patricia Pyjunt* 78.75

ORDER DATE : April 12, 2000

ORDER TIME : 10:22 AM

ORDER NO. : 659782-005

200003205782--8

CUSTOMER NO: 11548A

CUSTOMER: Karen S. Keaton, Esq
KAREN S. KEATON, P.A.
KAREN S. KEATON, P.A.
P O Box 1139

Saint Petersburg, FL 33731-1139

DOMESTIC FILING

NAME: OFF KEY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ellyn Herndon

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 3:09

RECEIVED
00 APR 12 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

OFF KEY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 3:09

ARTICLE I

NAME

The name of this corporation is OFF KEY, INC.

ARTICLE II

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the filing of these Articles.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

KAREN S. KEATON
111 2nd Avenue, N.E., Suite 610
St. Petersburg, FL 33701

The mailing address of the corporation is:

111 Second Ave., N.E., Suite 610
St. Petersburg, FL 33701

The street address of the principal office of the corporation in this State will be:

111 Second Ave., N.E., Suite 610
St. Petersburg, FL 33701

The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

WILLIAM F. FINDEISON
111 Second Ave., N.E., Suite 610
St. Petersburg, FL 33701

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Karen S. Keaton
Karen S. Keaton, P.A.
111 Second Avenue N.E., Suite 610
Post Office Box 1139
St. Petersburg, FL 33731-1139

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE X

STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves, or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

ARTICLE XII

CUMULATIVE VOTING

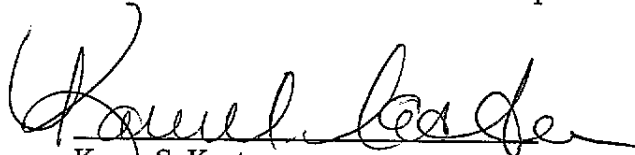
At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 10 day of April, 2000.


Karen S. Keaton
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 10 day of April, 2000, by Karen S. Keaton, who is personally known to me and did take an oath.

 (SEAL)
Anne Lanning, Notary Public

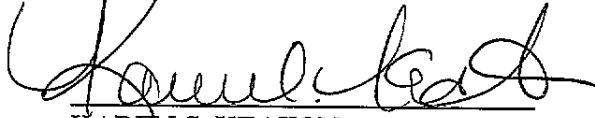
My Commission Expires:



ANNE LANNING
My Commission CC556219
Expires Jun. 21, 2000

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent of OFF KEY, INC. and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.



KAREN S. KEATON

111 2nd Avenue, N.E., Suite 610
St. Petersburg, FL 33701

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SECRETARY OF STATE
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00 APR 12 PM 3:09