

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
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1.) Keltay Associates, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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STATEMENT OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

Handwritten initials and date 4-18-00

**Articles of Incorporation
For
KELTAY ASSOCIATES, INC.**

The undersigned for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be **KELTAY ASSOCIATES, INC.**

**Article II
Purposes**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article III
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, 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 each shareholder 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/or her to exercise his/or her preemptive rights.

Prepared by: Raul E. Salas, Esquire
Salas, Ede, Peterson & Lage, L.L.C.
6361 Sunset Drive
South Miami, Florida 33143
Phone No. (305) 663-0000
Florida Bar No. 982040

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TALLAHASSEE, FLORIDA

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The Initial shareholder and corresponding interest of such shareholder shall be as follows:

Teresita Shelton	1000 Shares
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Article IV Duration

This corporation shall have perpetual existence.

Article V Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the Initial Directors of this corporation are:

Teresita Shelton	1108 Valencia Ave. Coral Gables, Fl. 33143
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Article VI Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article VII Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article VIII Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

Article IX
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing corporation.

Article X
Registered Agent

The address of this Corporation's initial registered office and the designated initial registered agent at said address is as follows:

Raul E. Salas, Esq.
Salas, Ede, Peterson & Lage, L.L.C.
6361 Sunset Drive
South Miami, Florida 33143

Article XI
Incorporator

The name and address of the incorporator is as follows:

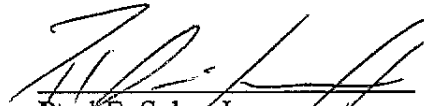
Raul E. Salas	6361 Sunset Drive
	South Miami, Florida 33143

Article XII
Corporate Address


The mailing address of the corporation is as follows:

6361 Sunset Drive
South Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on April 14, 2000.


Raul E. Salas, Incorporator

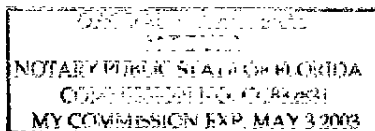
IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.


Raul E. Salas, Esq.
Salas, Ede, Peterson & Lage, L.L.C.
6361 Sunset Drive
South Miami, Florida 33143

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The preceding or attached instrument was acknowledged before me on 4/14/00 by Raul E. Salas, who is personally known to me and did not take oath.

{Notary Seal}




Signature of Notary Public

M.T. Durr
Print or Type Name of Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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