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April 24, 2000

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

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-04/28/00--01050--015
122.50 **78.75

Re: Articles of Incorporation
Keith's Design & Construction, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Appointment of Registered Agent for **Keith's Design & Construction, Inc.** I have also enclosed the sum of \$122.50 as the filing fee. Please return to the address above when the documents have been filed. Thank you for your assistance in this matter.

Sincerely,

Richard A. Heller
Attorney At Law

RAH/dmk

FILED
00 APR 28 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JS/1

**ARTICLES OF INCORPORATION
OF
KEITH'S DESIGN & CONSTRUCTION, INC.**

FILED
00 APR 28 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME: The name of this corporation shall be **KEITH'S DESIGN & CONSTRUCTION, INC.**

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The nature of the business is that of retail sales and art gallery.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000) all of which shall be common shares with par value of ONE DOLLAR (\$1.00).

ARTICLE V

REGISTERED OFFICE:

The street address of the initial registered office of the corporation is:

**425 Sundown Trail
Casselberry, FL 32707**

The name of the initial registered agent at that address is:

BENJAMIN KEITH WILLIAMS

ARTICLE VI

DIRECTORS:

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted, but shall never be less than one (1).

The name and address of the initial director is:

**BENJAMIN KEITH WILLIAMS
425 Sundown Trail
Casselberry, FL 32707**

ARTICLE VII

INCORPORATOR(S):

The name and address of the person signing these Articles of Incorporation as the incorporator is:

**BENJAMIN KEITH WILLIAMS
425 Sundown Trail
Casselberry, FL 32707**

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS: The principal place of business
of the corporation is:

425 Sundown Trail
Casselberry, FL 32707

ARTICLE IX

COMMENCEMENT OF EXISTENCE: The corporation shall commence
its existence on the date chartered by the State of Florida.

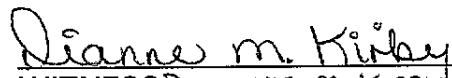
ARTICLE X

AMENDMENTS: These Articles of Incorporation may be amended in the
manner provided by law. Every amendment shall be proposed by a majority of the
stockholders and approved at a stockholder's meeting by a majority of the
stockholders entitled to vote thereof, unless all the stockholders sign a written
statement manifesting their intention that certain amendment to these Articles of
Incorporation be made.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this
24th day of April, 2000.


WITNESS Richard Heller


BENJAMIN KEITH WILLIAMS


WITNESS DIANNE M. KIRBY

**APPOINTMENT OF REGISTERED AGENT
OF
KEITH'S DESIGN & CONSTRUCTION, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the above named corporation submits the following in compliance with said Act:

That the above named corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named the following individual at the following address as its agent to accept services of process within the State of Florida:

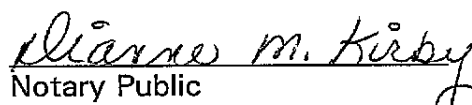
**BENJAMIN KEITH WILLIAMS
425 Sundown Trail
Casselberry, FL 32707**


ACKNOWLEDGEMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


BENJAMIN KEITH WILLIAMS

SWORN TO AND SUBSCRIBED BEFORE ME this 24th day of April, 2000, by **BENJAMIN KEITH WILLIAMS**, who produced a valid state of Florida driver's license as identification.


Notary Public
My Commission Expires:

 Dianne M Kirby
My Commission CC847197
Expires August 1 2003

FILED
00 APR 28 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA