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FLORIDA PROFIT CORPORATION OR P.A.

Key Investment Services, Inc.

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**ARTICLES OF INCORPORATION
OF
KEY INVESTMENT SERVICES, INC.**

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of this Corporation shall be KEY INVESTMENT SERVICES, INC.

**ARTICLE II.
Address of Principal Office**

The address of the Principal Office of the Corporation is

210 New Road, Suite #8
Linwood Greene
Linwood, N.J. 08221

**ARTICLE III.
Nature of Business**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The primary purpose of this corporation shall be as a financial services agency.

**ARTICLE IV.
Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Joanne R. Urquiola
Tew Cardenas Rebak Kellogg Lehman DeMaria &
Tague, LLP
201 South Biscayne Boulevard
26th Floor
Miami, Florida 33131

**ARTICLE V.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

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Daniel S. Newman
Tew Cardenas Rebak Kellogg
Lehman DeMaria & Tague, L.L.P.
201 S. Biscayne Blvd. Suite 2600
Miami, Florida 33131
Florida Bar No. 962767

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ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be as follows:

Tew Cardenas Rebak Kellogg
Lehman DeMaria & Tague, LLP.
201 South Biscayne Boulevard
26th Floor
Miami, Florida 33131

The name of the initial registered agent of the Corporation at the above address shall be as follows:

Daniel S. Newman

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII
Capital Stock

This Corporation is authorized to issue 1,000 shares of Class A voting stock of One Dollar par value common stock, which shall be designated "Common Shares", and 1,000 shares of Class B non-voting stock.

ARTICLE VIII
Number of Directors

This Corporation shall have (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1).

ARTICLE IX
Initial Board of Directors

The names and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of members, and thereafter until their successors are appointed are as follows:

- (1) Lawrence Saylor (President)
210 New Road, Suite #8
Linwood Greene
Linwood, N.J. 08221

- (2) Christine N. Tripp (Treasurer)
210 New Road, Suite #8
Linwood Greene
Linwood, N.J. 08221

- (3) Elizabeth Weatherby (Secretary)
210 New Road, Suite #8
Linwood Greene
Linwood, N.J. 08221

ARTICLE X.
By-Laws

The Shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended by the Corporation in any manner now or hereafter provided for by law.

ARTICLE XII.
Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 14 day of July, 2000.

Joanne R. Urquiola

Joanne R. Urquiola

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 14th day of July, 2000 personally appeared before me, the undersigned authority, JOANNE R. URQUIOLA who is personally known to me.

Maia T. Osorio

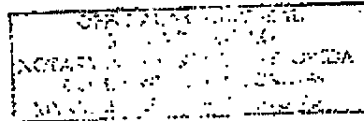
Notary Public

State of Florida

Maia T. Osorio

Print Name

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
FOR
KEY INVESTMENT SERVICES, INC.**

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

KEY INVESTMENT SERVICES, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 201 South Biscayne Boulevard, 26th Floor, Miami, Florida 33131, as its initial Registered Office and has named Daniel S. Newman located at said address as its initial Registered Agent.

By: _____

Joanne R. Torquiola
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Daniel S. Newman
Registered Agent

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