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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

EFFECTIVE DATE
7-17-00

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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

KeysFirst Financial Corp.

Certificate of Status	1
Certified Copy	0
Page Count	03
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
KeysFirst Financial Corp.

EFFECTIVE DATE

7-17-00

Article II. Address

The Corporation's mailing address is:
KeysFirst Financial Corp.
P.O. Box 42-1075
Summerland Key FL 33042-1075

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Peter L. Rosasco, Jr.
25000 Overseas Highway
Sumerland Key FL 33042

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Peter L. Rosasco, Jr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

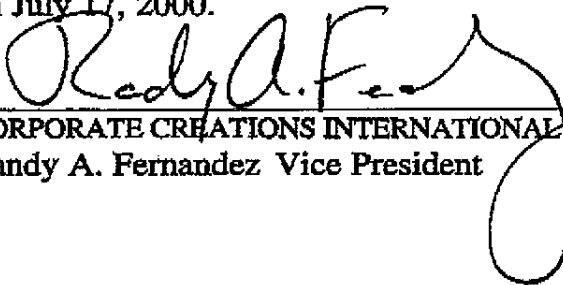
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 17, 2000.

The undersigned incorporator executed these Articles of Incorporation on July 17, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.

Randy A. Fernandez Vice President

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

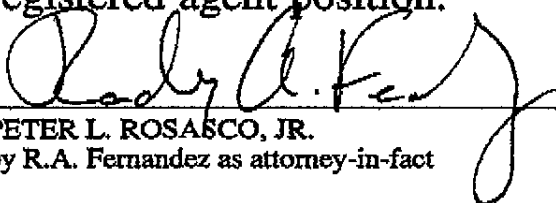
CORPORATION:

KeysFirst Financial Corp.

REGISTERED AGENT/OFFICE:

**Peter L. Rosasco, Jr.
25000 Overseas Highway
Sumerland Key FL 33042**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


PETER L. ROSASCO, JR.
by R.A. Fernandez as attorney-in-fact

Date: July 17, 2000

**Corporate Creations International Inc.
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Miami Beach FL 33139
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