

PRO000072828

July 26, 2000

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 JUL 27 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Re: KEY REFERRALS INC


400003338654--7
-07/28/00--01007-007
*****70.00 *****70.00

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Key Referrals Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Michael Eastoe
1900 Main Street, Suite 200, Sarasota, FL
34236

8-1
WC

ARTICLES OF INCORPORATION

OF

KEY REFERRALS INC

ARTICLE I

The name of the Corporation is Key Referrals Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 933 Blue Heron Overlook , Osprey, FL 34229.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

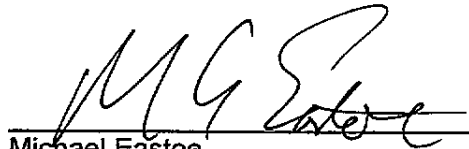
The address of the initial registered office of the Corporation is 1900 Main Street, Suite 200, Sarasota, Florida 34236, and the name of the Corporation's initial registered agent for service of process at such address is Michael Eastoe.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Michael Eastoe, 1900 Main Street, Suite 200, Sarasota, FL 34236.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of

July, 2000.



Michael Eastoe
1900 Main Street, Suite 200, Sarasota, FL 34236

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Key Referrals Inc.
2. The name of the registered agent and office is:

Michael Eastoe
1900 Main Street, Suite 200, Sarasota, Florida 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____

M Eastoe
7/26/2000

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SECRETARY OF STATE
TALLAHASSEE, FL 32399