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TRUST AND ESTATE COUNSEL

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September 1, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Kelley Family Interests, Ltd. and Kelley GP, Inc.

Gentlemen:

I am enclosing the following documents relating to the establishment of a Florida limited partnership and a Florida corporation which is the general partner of the limited partnership:

1. Certificate of Kelley Family Interests, Ltd. signed by Thomas K. Flynn, President of Kelley GP, Inc., General Partner, and attached Affidavit regarding Capital Contributions (in duplicate).
2. Articles of Incorporation of Kelley GP, Inc. (in duplicate).
3. Check in the amount of \$1,855, representing the filing fee (\$35) and Registered Agent Designation (\$35) for Kelley GP, Inc., \$35 for the Registered Agent Designation for Kelley Family Interests, Ltd. and \$1,750 as the maximum fee for establishing Kelley Family Interests, Ltd.

Please call me if you have any questions or need any additional information. Otherwise, please send me a date-stamped copy of the Articles of Incorporation and Certificate of Limited Partnership along with the appropriate Certificates indicating the entities have been organized.

Very truly yours,



Stephen J. Aucamp

SJA/bhs
Enclosures

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FILED
00 SEP -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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**ARTICLES OF INCORPORATION
OF
KELLEY GP, INC.**

FILED
00 SEP -5 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: **KELLEY GP, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1201 George Bush Blvd.
Delray Beach, Florida 33483

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

Robert D. Chapin
1201 George Bush Blvd.
Delray Beach, Florida 33483

ARTICLE V - INCORPORATOR

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

Thomas K. Flynn
72 North Water Street
New Bedford, Massachusetts 02740

ARTICLE VI - DIRECTORS

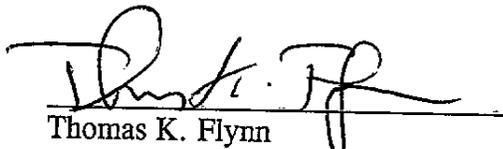
The names and addresses of the initial directors of the corporation are:

Ingrid M. Flynn
72 North Water Street
New Bedford, Massachusetts 02740

Thomas K. Flynn
72 North Water Street
New Bedford, Massachusetts 02740

Thomas C. Kelley
1221 SE 14th Court
Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 22 day of August, 2000.


Thomas K. Flynn
Incorporator

STATE OF MASSACHUSETTS)
COUNTY OF Bristol : SS:)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared THOMAS K. FLYNN, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach, Florida, this 22 day of August, 2000.



Notary Public

My commission expires: Feb 1, 2002

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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:

Kelley GP, Inc.

2. The name and address of the registered agent and office is:

Robert D. Chapin
1201 George Bush Blvd.
Delray Beach, Florida 33483

FILED
00 SEP - 5 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dated: 8/31, 2000



ROBERT D. CHAPIN