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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

-OF-
KELLY'S PCBS, INC..

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

ARTICLE I. NAME

The name of this corporation is KELLY'S PCBS, 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 General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 10141 WINDTREE LANE, BOCA RATON, FL 33428 and the street address of the initial registered office of the corporation is 10141 WINDTREE LANE, BOCA RATON, FL 33428 and the name of the initial registered agent is KENNETH H. KELLY.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME

ADDRESS

KENNETH H. KELLY

10141 WINDTREE LANE
BOCA RATON, FL 33428

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME

ADDRESS

KENNETH H. KELLY

10141 WINDTREE LANE
BOCA RATON, FL 33428

IN WITNESS WHEREOF, the undersigned have subscribed their name this
31st day of August 2000.


KENNETH H. KELLY

STATE OF FLORIDA)

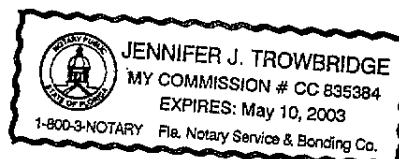
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COUNTY OF PALM BEACH)

On this 31st day of August 2000, before me, the undersigned officer, personally appeared as KENNETH H. KELLY, known to me to be the persons whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, STATE
OF FLORIDA AT LARGE



STATE OF FLORIDA

SECRETARY OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

KELLY'S PCBS, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

KELLY'S PCBS, INC., a corporation organized under the laws of the state of Florida, with its principal office at 10141 WINDTREE LANE, BOCA RATON, FL 33428 has named KENNETH H. KELLY at 10141 WINDTREE LANE, BOCA RATON, FL 33428, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
KENNETH H. KELLY	PRESIDENT/DIR.	10141 WINDTREE LANE BOCA RATON, FL 33428

ACCEPTANCE

I agree as Resident Agent to accept service of process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous Place in the office as required by law.

DATED: 8/31/00


KENNETH H. KELLY