

Charter Number Only

Polina 3/15

ALL INFORMATION ONLY

Requester's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

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*****78.75 *****78.75

Kailey, Inc.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 29 AM 9:24
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk-in | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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3/29/01

Certified

01 MAR 29 04:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**ARTICLES OF INCORPORATION
OF
Kailey, Inc.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I – CORPORATE NAME

The name of the corporation is: Kailey, Inc.

ARTICLE II – DURATION

The corporation shall exist perpetually unless dissolved by Florida law.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue ten thousand Shares (10,000) of one tenth of one penny (\$.001) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principal office of the corporation is:

Kailey, Inc.
1111 Kane Concourse,
Suite 514
Bay Harbor Islands, FL 33154

The name and street address of the Initial Registered Agent is:

Mitchell Bloom
1111 Kane Concourse,
Suite 514
Bay Harbor Islands, FL 33154

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

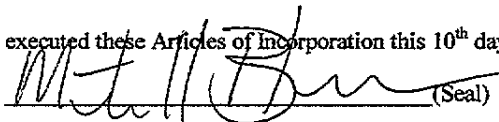
Mitchell Bloom
1111 Kane Concourse,
Suite 514
Bay Harbor Islands, FL 33154

ARTICLE VII – INCORPORATORS

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

Mitchell Bloom
1111 Kane Concourse,
Suite 514
Bay Harbor Islands, FL 33154

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of October, 2000


(Seal)

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01 MAR 29 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 607.0501, 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.

First that Kailey, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Mitchell Bloom located in Bay Harbor islands, County of Dade, State of Florida, as its agent to accept service of process within this State.

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: _____

Registered Agent

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TALLAHASSEE FLORIDA