

P010000085755
Lawrence D. Johnson
Attorney at Law

925 SOUTH DENNING DRIVE
SUITE 4
WINTER PARK, FLORIDA 32789

TELEPHONE
(407) 629-5990

FACSIMILE
(407) 629-6049

August 24, 2001

Certified Return Receipt Requested
No.: 7000 1670 0001 1657 9093

800004562248--9
-08/29/01--01073--008
*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

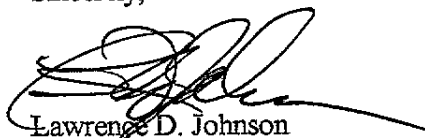
Re: Key Real Estate Investments, Inc.

Dear Madame/Sir:

Enclosed for filing please find Articles of Incorporation for Key Real Estate Investments, Inc., along with my check in the amount of \$78.75 for the filing fee. Please file these Articles with the Secretary of State. I have also enclosed a return envelope for your convenience in returning our copies.

Thank you for your kind attention to this matter.

Sincerely,


Lawrence D. Johnson

FILED
01 AUG 28 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000
8/29/01

FILED

01 AUG 28 AM 9:49

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
KEY REAL ESTATE INVESTMENTS, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of his corporation is KEY REAL ESTATE INVESTMENTS, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall begin as of the date of the complete execution and acknowledgment of these Articles, and shall have a perpetual existence.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - BEGINNING CAPITAL

The amount of capital with which this Corporation shall begin business is Six Thousand Dollars (\$6,000,00).

ARTICLE VI - INITIAL ADDRESS

The initial street address of the principal office of this corporation is to be 104 Shinnecock Hills Drive, Oviedo, Florida 32765-5809. The Board of Directors shall have the power to establish branch offices and to move the principal office to any other location.

ARTICLE VII - NUMBER OF DIRECTORS

The number of Directors of this corporation shall not be less than one (1) nor more than three (3).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his or her successor is elected and qualified, are as follows:

Helene A. Woodley
1047 Shinnecock Hills Drive
Oviedo, Florida 32765

Carmon Lee Woodley
1047 Shinnecock Hills Drive
Oviedo, Florida 32765

Erica Woodley
1047 Shinnecock Hills Drive
Oviedo, Florida 32765

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation, who is a natural person competent to contract, are:

Helene A. Woodley
1047 Shinnecock Hills Drive
Oviedo, Florida 32765

ARTICLE X - OFFICERS

The initial officer(s) of this corporation and the name of said officers who are to serve as such until the first meeting of the Board of Directors are:

President/Secretary/Treasurer

Helene A. Woodley

Vice President

Carmon Lee Woodley

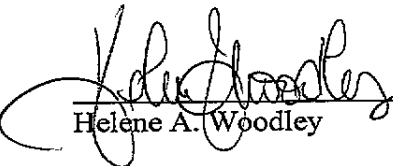
FILED

ARTICLE XI - DESIGNATION OF RESIDENT AGENT

01 AUG 28 AM 9:49

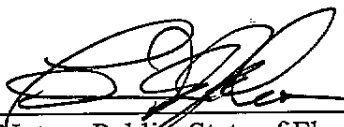
The initial resident Agent of this corporation for the purpose of accepting service of process within the State shall be Lawrence D. Johnson, Esquire, 925 S. Denning Drive, Suite 4, Winter Park, Florida 32789. SERVICE OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF we have set our hands and seals this 24th day of August 2001.


Helene A. Woodley

STATE OF FLORIDA
COUNTY OF ORANGE

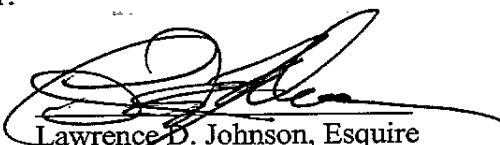
I HEREBY CERTIFY that on the 24th day of August 2001, before me, an officer duly authorized to administer oaths and take acknowledgment, personally appeared Helene A. Woodley, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, who is personally known to me or who had produced Fla Driver License as identification, and who did/did not take an oath.


Notary Public, State of Florida

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for this Corporation, at the [lace designated in these Article of Incorporation, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Dated this 24th day of August 2001.


Lawrence D. Johnson, Esquire
Resident Agent