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EFFECTIVE DATE
9-1-01

TRANSMITTAL LETTER

FILED

01 SEP 10 AM 9:58

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

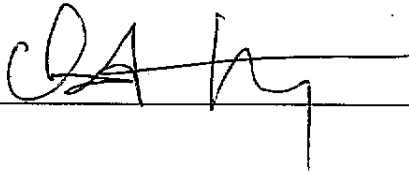
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/10/01--01105--021
*****78.75 *****78.75

SUBJECT: KeyStone Holdings, Inc.

I enclose an original and (1) one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75 for filing fee and Certificate of Status.

SIGNED: _____



From:

Christian Hargreaves
Name

15620 Indian Queen Drive
Address

<u>Odessa</u>	<u>FL</u>	<u>33556</u>
City	State	Zip

813-920-6796
Telephone Number

D. BROWN SEP 13 2001 ✓

EFFECTIVE DATE

19-1-01

ARTICLES OF INCORPORATION

OF

**KeyStone Holdings, Inc.
15620 Indian Queen Drive
Odessa, FL 33556**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: KeyStone Holdings, Inc.

ARTICLE II - Date of Incorporation

This corporation shall commence existence as of September 1, 2001 and upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have a perpetual existence.

ARTICLE III - General Purpose

The general purpose of the business to transact any and all lawful business for profit.

ARTICLE IV PRINCIPAL OFFICE

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

KeyStone Holdings, Inc.
15620 Indian Queen Drive
Odessa, FL 33556

ARTICLE V CAPITAL STOCK

The aggregate number of shares, which the corporation shall have authority to issue is ten million (10,000,000) shares.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Christian J. Hargreaves

15620 Indian Queen Drive

Odessa, FL 33556

ARTICLE VII Board of Directors

The initial Board of Directors designated to serve on the Board of Directors for this corporation shall consist of the following three (3) individuals:

Christian J. Hargreaves

Frank S. Hewitt

John H. Eichert

ARTICLE VIII INCORPORATOR

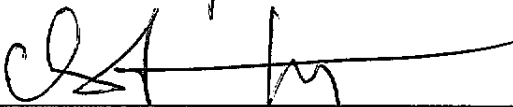
The name and street address of the incorporator to these Articles of Incorporation is:

Christian J. Hargreaves

15620 Indian Queen Drive

Odessa, FL 33556

The undersigned has executed these Articles of Incorporation this
4 day of Sept, 2001.



Christian J. Hargreaves, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is:

KeyStone Holdings, Inc.

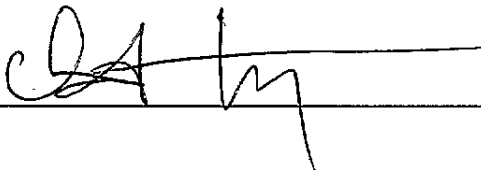
2. The name and address of the registered agent and office is:

Christian J. Hargreaves

15620 Indian Queen Drive

Odessa, FL 33556

Signature: _____



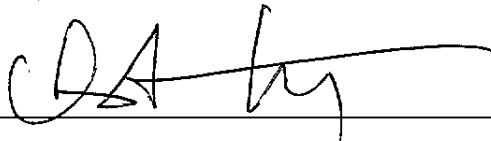
Title: Director

Date: _____

Sept 4, 2001

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: _____

Sept 4, 2001