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VIA FEDERAL EXPRESS

September 5, 2001

Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32314  
Attn: Filing Department

300004572803--4  
-09/06/01--01084--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Keystone Financial Services Corp.**

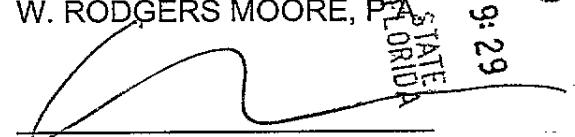
Dear Sir or Madam:

Enclosed and filed herewith is an original and one copy of the Articles of Incorporation for Keystone Financial Services Corp.

Also enclosed is our check in the amount of \$78.75 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.

  
W. Rodgers Moore

09/25/01 AM 9:29  
TREASURER OF STATE  
TALLAHASSEE, FLORIDA  
FILED

Enclosures

C:\My Documents\Keystone\Sec of State.doc

300004572803--4  
-10/25/01--01015--010  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

WAT-21098  
gg9/11



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

September 11, 2001

**W. RODGERS MOORE, P.A.**  
P.O. BOX 7073  
BOCA RATON, FL 33431

**SUBJECT: KEYSTONE FINANCIAL SERVICES CORP.**  
Ref. Number: W01000021092

We have received your document for KEYSTONE FINANCIAL SERVICES CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filing Section

Letter Number: 201A00051026

ARTICLES OF INCORPORATION  
OF  
KEYSTONE FINANCIAL SERVICES CORP.

FILED  
01 OCT 25 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is: Keystone Financial Services Corp.

The principal address is: 2424 N. Federal Highway, Suite 160, Boca Raton, Florida 33431.

ARTICLE II  
PURPOSE

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

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, par value shall be \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

## ARTICLE IV

### TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 2424 N. Federal Highway, Suite 160, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is: W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Carl W. Smollinger      2100 Garden Drive  
                                    Suite 201  
                                    Mars, PA 16046

John A. Fleming  
2100 Garden Drive  
Suite 201  
Mars, PA 16046

## ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

## ARTICLE VIII CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

## ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is W. Rodgers Moore, 2424 North Federal Highway, Suite 160, Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 5<sup>th</sup> day of September, 2001.



Initial Subscriber and Incorporator  
W. Rodgers Moore

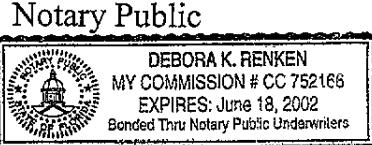
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of September, 2001, by W. Rodgers Moore, who is personally known to me.

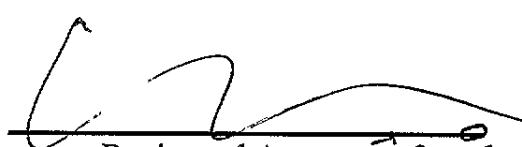


Debora K. Renken



## Acceptance of Registered Agent

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
Registered Agent

1 OCT 25 AM 9:29  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of September, 2001, by W. Rodgers Moore who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

