

P01000121268

TRANSMITTAL LETTER

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

SUBJECT: Kelly Yule, Inc.

800004735398--4
-12/21/01--01018--010
*****70.00 *****70.00

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy
			& Certificate of
			Status

FROM:
Kelly Sweeney
493 Hardwood Place
Boca Raton, FL 33431

(561) 362-7448

NOTE: Please provide the original and one copy of the articles.

FILED
01 DEC 21 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-27-01
490

**ARTICLES OF INCORPORATION
OF**

KELLY YULE, INC.

FILED
01 DEC 21 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Kelly Yule, Inc.

Article II - Purpose

This corporation is organized for the purpose of transacting any lawful business.

Article III - Capital Stock

The Aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class and having par value of \$1.00.

Article IV - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as can be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Article V - Principle office or Mailing Address

Resident Agent

The mailing address of the corporation and the initial registered office of this corporation is 493 Hardwood Place, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Kelly Yule Sweeney.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors shall be increased or decreased from time to time through Bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial director is:

Name	Address
Kelly Yule Sweeney	493 Hardwood Place Boca Raton, Florida 33431

Article VII - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is;
Kelly Yule Sweeney 493 Hardwood Place, Boca Raton, FL 33432

Articles of Incorporation of Kelly Yule, Inc. continued

Article VIII - Bylaws

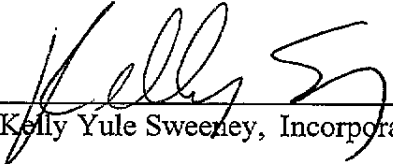
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders; and designated as such, shall not be altered, amended or repealed by the Directors.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of December 2001.

I accept the appointment of Registered Agent for said corporation.



Kelly Yule Sweeney, Incorporator /Registered Agent