

PO2000104335

JAMES MARCUS VERNON
Attorney at Law

Florida

1721 Rainbow Drive
P.O. Box 6474 (33758)
Clearwater, FL 33755
Tel. No. (727) 447-4444
Fax No. (727) 446-6213

Georgia

113 West Jefferson Street
P.O. Box 1313
Madison, GA 30650
Tel. No. (706) 343-1197
Fax No. (706) 343-1011

September 19, 2002

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

Re New Corporation

Enclosed please find a check in the amount of \$78.75 to cover the cost of registration and a certified copy for LYNNE KELLY PROPERTIES, INC..

300007942783--4
-09/23/02--01037--014
*****78.75 *****78.75

Sincerely,



Louise Hove, AA

/lh

Enc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 23 AM 10:31

D. WHITE SEP 26 2002

4

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 23 AM 10:31

ARTICLES OF INCORPORATION

OF

LYNNE KELLY PROPERTIES, INC.

The undersigned incorporation, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be LYNNE KELLY PROPERTIES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal office of the business is located at 4430 Erie Drive, New Port Richey, Florida 34652.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 at a par value of \$.0001 per share.

Ronald M Lacey	500 shares	50% ownership
Donald F. Fraize	500 shares	50% ownership

ARTICLE IV - PREEMPTIVE RIGHTS

No preemptive rights are to be granted to shareholders.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: J. Marcus Vernon whose address is 1721 Rainbow Drive, Clearwater, Florida 33755.

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator is J. Marcus Vernon, whose address is 1721 Rainbow Drive, Clearwater, Florida 33755.

ARTICLE VII - OFFICERS

Ronald M. Lacey, President/Secretary	50% ownership
Donald F. Fraize, Vice President/Treasurer	50% ownership

ARTICLE VIII - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

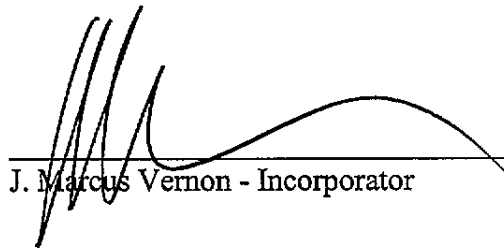
Ronald M. Lacey - 4430 Erie Drive, New Port Richey, Florida 34652

Donald F. Fraize - 4430 Erie Drive, New Port Richey, Florida 34652

ARTICLE X - AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 19th day of September, 2002.



J. Marcus Vernon - Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS WITHIN THIS STATE**

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.

LYNNE KELLY PROPERTIES, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1721 Rainbow Drive, Clearwater, Florida 33755, has named J. Marcus Vernon located at the above registered office, as its Registered 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.



J. Marcus Vernon, Registered Agent

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 SEP 23 AM 10:31