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LARRY C. HOFFMAN

ATTORNEY AT LAW 1172 BROWNELL ST.

SUITE E

CLEARWATER, FLORIDA 33756 PHONE (727) 461-5230

26 November 2001

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

Re: CLIFF KELLY ENTERPRISES, INC., Articles of Incorporation.

Dear Sir/Madam,

Please file the enclosed Articles of Incorporation for the above referenced corporation. I have provided a check in the amount of \$78.75 for the filing fee. I request that you return your letter indicating the document number, along with the enclosed copy of the Articles of Incorporation.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

Larry CV Hoffman, Esq.

encl:

FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

02 DEC -2 AM 9:51

CLIFF KELLY ENTERPRISES, INC.

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

ARTICLE I

The name of the corporation is CLIFF KELLY ENTERPRISES, INC.

ARTICLE II MAILING ADDRESS

The mailing address of the initial principal office of the corporation is 1172 Brownell Street, Clearwater, FL 33756.

ARTICLE III AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is 100,000 all of which shall be common shares.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1172 Brownell Street, Clearwater, Florida 33756, and the initial registered agent at that address is Larry C. Hoffman, Esq.

ARTICLE V INCORPORATOR

The name and address of the incorporator is: Larry C. Hoffman, 1172 Brownell St., Clearwater, FL 33756.

IN WITNESS WHEREOF, I have subscribed my name this 26 day of ______, 2002.

Name: Barry C. Hoffman

Incorporator

FILED SECRETARY OF STA TALLAHASSEE, FLOR

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to posting names of persons authorized to accept service of process and keeping open said office for service of process. I am familiar with and accept the obligations provided for in Section 607.0505, Florida Statutes.

Name: Larzy C. Hoffman

Registered Agent