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TS 6/27/03

June 11, 2003

2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810


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

SUBJECT: KEYSTONE PORTFOLIO MANAGEMENT, INC.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for:

\$87.50 Filing Fee, Certified Copy & Certificate of Status

FROM: Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810
(805) 570-4124 office
(419) 828-1760 fax


6122103

ARTICLES OF INCORPORATION
OF
KEYSTONE PORTFOLIO MANAGEMENT, INC.

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ARTICLE I

The name of the corporation is Keystone Portfolio Management, Inc. (the "Corporation").

ARTICLE II

The registered office of the Corporation is to be located at 2513 Maitland Crossing Way, Suite 14-311, in the City of Orlando, County of Orange, State of Florida, 32810.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000), par value \$.01 per share, all of which shall be designated Common Stock.

ARTICLE V

The name and mailing address of the Directors are:

Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810

The name and mailing address of the President is:

Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810

The name and mailing address of the Secretary is:

Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311

Orlando, FL 32810

The name and mailing address of the Treasurer is:

Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810

ARTICLE VI

The name and mailing address of of the Registered Agent is:

Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810

ARTICLE VII

The name and mailing address of the Incorporator is:

Louis A. Stevens
2513 Maitland Crossing Way, Suite 14-311
Orlando, FL 32810

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

(i) to adopt, amend or repeal the By-Laws of the Corporation in such manner and subject to such limitations, if any, as shall be set forth in the By-Laws;

(ii) to allot and authorize the issuance of the authorized but unissued shares of the Corporation, including the declaration of dividends payable in shares of any class to stockholders of any class; and

(iii) to exercise all of the powers of the Corporation, insofar as the same may lawfully be vested by this certificate in the board of directors.

ARTICLE IX

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director; provided, however, that to the extent required by the laws of the State of Florida, this provision shall not eliminate or limit the liability of a director (i) for any breach

of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) for any act or omission occurring prior to the date when this Article Ninth becomes effective. If the laws of the State of Florida hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the laws of the State of Florida. Any repeal or modification of this Article Ninth by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing as of the time of such repeal or modification.

ARTICLE X

(a) Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, against all expense, liability and loss (including settlement) reasonably incurred or suffered by such person in connection with such service; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by him only if such proceeding was authorized by the board of directors, either generally or in the specific instance. The right to indemnification shall include the advancement of expenses incurred in defending any such proceeding in advance of its final disposition in accordance with procedures established from time to time by the board of directors; provided, however, that if the laws of the State of Florida so require, the director, officer or employee shall deliver to the Corporation an undertaking to repay all amounts so advanced if it shall ultimately be determined that he is not entitled to be indemnified under this Article Tenth or otherwise.

(b) Nonexclusivity. The rights of indemnification provided in this Article Tenth shall be in addition to any rights to which any person may otherwise be entitled by law or under any By-Law, agreement, vote of stockholders or disinterested directors, or otherwise. Such rights shall continue as to any person who has

ceased to be a director, officer or employee and shall inure to the benefit of his heirs, executors and administrators, and shall be applied to proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

(c) Insurance. The Corporation may purchase and maintain insurance to protect any persons against any liability or expense asserted against or incurred by such person in connection with any proceeding, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under this Article Tenth or otherwise. The Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to insure the payment of such sums as may become necessary to effect indemnification as provided herein.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Louis A. Stevens
Registered Agent

Date

Louis A. Stevens

6/22/03

Louis A. Stevens
Incorporator

Date

Louis A. Stevens

6/22/03

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