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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 FEB 24 P 12:00

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[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 5, 2004

MIKE SCHWEITZER
KELLY COMMUNICATIONS INTERNATIONAL LLC
831 WEST MORSE BLVD.
WINTER PARK, FL 32789

SUBJECT: KELLY COMMUNICATION INTERNATIONAL, LLC
Ref. Number: W04000004971

We have received your document for KELLY COMMUNICATION INTERNATIONAL, LLC. However, the document has not been filed and is being returned for the following:

LLC is not an Acceptable suffix for a corporation. LLC is only used when filing a Limited Liability Company. Please choose one of the suffix listed below.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 504A00007726

February 12, 2004

Loria Poole
Document Specialist
New Filings Section
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Kelly Communications International Corporation
Ref. Number: W04000004971

Dear Loria:

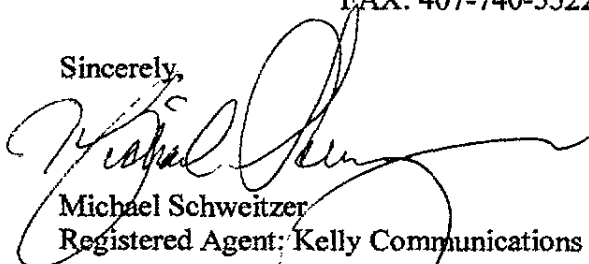
Please find enclosed the documents that you requested changed. Thank you for correcting the corporate status from LLC to a Corporation.

I sincerely regret the confusion.

If you need to reach me, as I am the Registered Agent, you may do so as follows:

Mike Schweitzer
831 West Morse Blvd.
Winter Park, FL 32789
321-377-2882
FAX: 407-740-5522

Sincerely,



Michael Schweitzer
Registered Agent: Kelly Communications International Corporation

CC: Dennis Kelly, CEO/President

RECEIVED
04 FEB 23 AM 7:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

City of Winter Park, Florida
January 22, 2004

ORGANIZATION ACTION IN WRITING OF INCORPORATION

OF
Kelly Communications International ~~INC~~ CORPORATION

(Organized January 22, 2004)

The following action is taken this day through this instrument by the Incorporator of the above corporation:

1. The adoption of this initial Bylaws of the Corporation.
2. The election of the following persons to serve as the directors of the corporation until the first annual meeting of stockholders and until their successors are elected and qualify or until their earlier resignation or removal:

Dennis Kelly	President
Deidra Bird-Kelly	Vice President
Neil Gerber	Treasurer

**ARTICLES OF INCORPORATION
OF KELLY COMMUNICATIONS CORPORATION**

The undersigned, **Michael Schweitzer**, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of **Florida**, acting on behalf of the board of directors of the Corporation herein below named, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be **Kelly Communications International, ~~INC~~** ^{CORPORATION} (the "Corporation"), and its principal place of business shall be located

**831 W. Morse Blvd.
Winter Park, FL 32789**

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2004 FEB 24 P 12
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TALLAHASSEE FLORIDA

or at such other place as the Corporation's Board of Directors may hereafter designate.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the Incorporator, and this Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

General Purpose; General Powers

The general purpose of this Corporation shall include, without limitation, engaging in the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the **Florida** General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and use its credit to assist its officers and employees.
- (e) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interest in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (I) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the **Florida** General Corporation Act or by other applicable law within or without the State of **Florida**.
- (l) To elect or appoint officers and agents and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of **Florida**, for the administration and regulation of its affairs.
- (n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purpose or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
- (o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or interest therein.
- (p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (r) To be a promoter, Incorporator, general partner limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV **Capital Stock**

1. **NUMBER AND CLASS OF SHARES AUTHORIZED; PAR VALUE.** This Corporation is authorized to issue Ten Million (10,000,000) shares of voting stocks, having a par value of 0.001
(0.001 US) per share.
2. **VOTING RIGHTS.** The holder of common stock shall possessed and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of the directors of the Corporation.
3. **CONSIDERATION FOR ISSUANCE OF STOCK.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration, as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory note or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.
4. **DIVIDENDS.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the voting common stock of the corporation.

5. **LOST OR DESTROYED CERTIFICATES.** Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this Corporation.

6. **PREEMPTIVE RIGHTS.** Each Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he or she already holds, to purchase his or her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V
Initial Registered Office and Agent

The initial registered office of this Corporation shall be located

**831 West Morse Blvd.
Winter Park, FL, 32789**

and the initial registered agent of the Corporation at the address
SHALL BE:

**Michael Schweitzer
831 West Morse Blvd.
Winter Park, FL, 32789**

The Corporation may change its registered agent or the registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI
Initial Board of Directors

This initial Board of Directors of this Corporation shall consist of three (3) directors. The number of directors of the Corporation shall be specified, from time to time, by the by-laws provided, however, the number of directors shall never be less than two (2). The names and street addresses of the initial directors of this Corporation are:

PRESIDENT

**Dennis Kelly
404 Ryder Cup Circle
Palm Beach Gardens, FL, 33148**

**Deidra Bird-Kelly
11 Farm House Road
Camp Hill, PA 17011**

Secretary & Treasurer

**Neal Gerber
330 W. 56th Street
New York, New York 10019**

ARTICLE VII
Incorporator

The name and address of the person signing these Articles as Incorporator is:

Michael Schweitzer
903 Via Lombardy
Winter Park, FL, 32789

ARTICLE VIII
By-Laws

The power to alter, amend or repeal By-Laws shall be the Board of Directors and / or the Shareholders.

ARTICLE IX
Indemnification

In addition to any rights and duties under applicable laws, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such, except for willful misconduct or gross negligence.

ARTICLE X
Amendments

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

ARTICLE XI
Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the said headings or captions.

IN WITNESS WHEREOF, the undersigned Michael Schweitzer does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his hand and seal this 22 day of Jan. 2004.


Michael Schweitzer

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared **Michael Schweitzer**, who being by me first duly sworn, declared that he is the person who executed the forgoing Articles of Incorporation, who produced a valid form of identification issued by the state of **Florida**, and who acknowledged before me that he executed the Articles of Incorporation for the purposes express therein.

IN WITNESS WHEREOF, I have herein set my hand and affixed my official seal, in the state and county aforesaid, this 22 day of January, 2004



SEAL

A handwritten signature in cursive script, appearing to read 'Shanesia L. Logan', written over a horizontal line.

NOTARY PUBLIC

**REGISTERED AGENT / REGISTERED OFFICE
CERTIFICATE OF DESIGNATION**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, **FLORIDA** STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZING UNDER THE LAWS OF THE STATE OF **FLORIDA**, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF **FLORIDA**.

THE NAME OF THE CORPORATION IS:

Kelly Communications International, ~~INC~~ CORPORATION

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Michael Schweitzer
(print name)

**831 West Morse Blvd.
Winter Park, FL, 32789**

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Michael Schweitzer, REGISTERED AGENT
(PRINT NAME)

DATE: January 22, 2004

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