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FLORIDA PROFIT/NON PROFIT CORPORATION

Keystone Alliance, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KEYSTONE ALLIANCE, INC.**

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I

Name

The name of the Corporation is Keystone Alliance, Inc.

Address

The principal mailing address of the Corporation is 3350 Buschwood Park Drive, Suite 200, Tampa, Florida 33618.

ARTICLE II

Term of Existence

The corporate existence of the Corporation shall commence when these Articles of Incorporation are filed, as provided by Section 607.0203(1) of the Florida Business Corporation Act, as the same may be amended and supplemented (the "Act"), and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The purpose for which the Corporation is organized is to transact all lawful business for which a corporation may be incorporated pursuant to the Act.

ARTICLE IV

Powers

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the Corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under and pursuant to the laws of the State of Florida. In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE V

Capital Stock

The Corporation is authorized to issue 100 shares of \$.0001 par value common stock of the same class, which shall be designated Common Stock.

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ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation in the State of Florida is 3350 Buschwood Park Drive, Tampa, Florida 33618, and the name of its initial registered agent at such address is Terry Koch. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VII
Director

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name and address of the initial director of the Corporation, who shall serve until his successor(s) are duly elected and qualified, is:

Title	Name	Address
Director	Howard Brill	10375 Park Meadows Drive Suite 375 Lone Tree, CO 80124

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

Name	Address
Terry Koch	3350 Buschwood Park Drive Suite 200 Tampa, Florida 33618

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X
Indemnification

The Corporation shall, to the fullest extent permitted by the provisions of the Act, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions,

and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 24, 2006.



Terry Koch, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above-named corporation at 3350 Buschwood Park Drive Tampa, Florida 33618, 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.


Terry Koch, Registered Agent

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