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FLORIDA PROFIT/NON PROFIT CORPORATION **KEY HOLDINGS CORP**

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CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION FOR

KEY HOLDINGS CORP.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

KEY HOLDINGS CORP.

ARTICLE II

The corporation will engage in the business of: All lawful business permitted under the laws of the state of Florida in the United States.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$10,00 par value Common Stock, which shall be designated "Common Shares" of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one Thousand (\$1000.00) dollars,

ARTICLE V

This corporation is to have perpetual existence.

Prepared by: Gladys Laviña-Ortega Accounting & Tax Services of South FL, Corp 6080 SW 40 Street, Suite 10 Miami, FL 33155 Tel: 305-669-5115 Fax: 305-669-5117 ARTICLE VI



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The principal office of this corporation shall be:

251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

The malling address of the Company is:

251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation are:

<u>NAME</u> <u>TITLE</u>

LORENZO SOUSA DEBARBIERI PRESIDENT

251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

RENZO SOUSA VICE PRESIDENT

251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

DANIEL SOUSA TREASURER

251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

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ARTICI,E VIII

The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers power upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

ARTICLE IX

The name and address of the Incorporator Shall be:

LORENZO SOUSA DEBARBIERI, Incurporator 251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature/Incorporator

10-23-201

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CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT FOR SERVICE AND PROCESS WITHIN THE STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48,091 and 607,0501, the following is submitted:

That: KEY HOLDINGS CORP.

Is qualified to do business under the laws of the State of Florida, with its REGISTERED OFFICE at:

251 CRANDON BLVD APT 209 KEY BISCAYNE, FL 33149

And has appointed: LORENZO SOUSA DEBARBIERI

as it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

LORENZO SOUSA DEBARBIERI, Registered Agent

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