

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 95 MAR 22 PM 2:20
 CAPITAL CONNECTION
 TALLAHASSEE, FL 32301

Julie w/capital connection
 AUTHORIZATION OF PHONE TO
 CORRECT corp name
 DATE 3-23-95
 DOC. EXAM AB

AB 3/22/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>W</u>	_____	_____

WALK-IN Will Pick Up 3-22 11:00

RE: Kelley Enterprises, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S.	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone () _____	_____	_____
_____ Top Priority _____	_____	_____
_____ Express Mail Prop. _____	_____	_____
_____ FAX () _____ pgs.	_____	_____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

KELLEY ENTERPRISES OF JACKSONVILLE, INC.

FILED

95 MAR 22 PM 2:23

**CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA**

ARTICLE I

NAME

The name of this corporation is KELLEY ENTERPRISES OF JACKSONVILLE, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at ONE DOLLAR (\$1.00) par value.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of this corporation is 8767 Old Kings Road, South, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at that address is KELLEY J. STEPHENS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

KELLEY J. STEPHENS 12079 Blackfoot Trail
 Jacksonville, Florida 32223

ARTICLE VIII

INCORPORATOR

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

KELLEY J. STEPHENS 12079 Blackfoot Trail
 Jacksonville, Florida 32223

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE X

INITIAL ISSUE AND RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his/her name:

KELLEY J. STEPHENS
 ... 100 shares

Shares held by the initial shareholder listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE XI

OFFICERS

The name and address of the officer of this corporation who shall hold office for the first year of the corporation or until his/her successors are elected or appointed and have qualif'ed is as follows:

**PRESIDENT/
SECRETARY/
TREASURER**

KELLEY J. STEPHENS

**12079 Blackfoot Trail
Jacksonville, Florida 32223**

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one percent (51) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

ARTICLE XIV

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE VI

DIRECTORS QUORUM AND VOTING

Two thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

INDEMNIFICATION

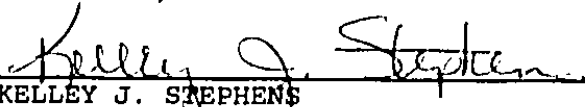
This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIX

AMENDMENT

This corporation, through its shareholders, reserves the right to amend, or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 1995.


KELLEY J. STEPHENS

STATE OF FLORIDA
COUNTY OF DUVAL

PERSONALLY APPEARED BEFORE ME, the undersigned authority, an officer duly authorized in the County and State aforesaid to administer oaths and take acknowledgements, KELLEY J. STEPHENS known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who, after being duly sworn deposes and says that Affiant has read the foregoing and the contents of same are true and correct to the best of Affiant's knowledge and belief.

Kelley J. Stephens
KELLEY J. STEPHENS

March, 1995 sworn to and subscribed to before me this 17th day of March, 1995 upon her oath, being personally known to me.



Maria P. Dech
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

First that KELLEY ENTERPRISES ^{OF JACKSONVILLE, INC.} desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval and State of Florida has named KELLEY J. STEPHENS located at 8767 Old Kings Road, South, Jacksonville, Florida 32217, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named 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 open.


KELLEY J. STEPHENS

CLERK OF DISTRICT COURT
JAN 22 PM 2:23
JAN 22 1977