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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 12:08

April 12, 1995

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

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-04/14/95--01072--017
***122.50 ***122.50

RE: KELLY O'RYAN DISTRIBUTOR OF CLEARWATER, INC.

Dear Sir:

Enclosed please find original articles of incorporation regarding the above captioned matter. Also enclosed is our check in the amount of \$122.50 which represents the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

HR

Please file these Articles, certify them and return the certified copy to my office. If you have any questions or require any additional information, please call my office. Thank you in advance.

Sincerely,

Jay W. Moreland (Signature)

JAY W. MORELAND
Attorney at Law

grt
Encs.

ARTICLES OF INCORPORATION
OF
KELLY O'RYAN DISTRIBUTOR OF CLEARWATER, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be KELLY O'RYAN DISTRIBUTOR OF CLEARWATER, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing these Articles.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each Shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this Corporation is 1348 Overcash, Dunedin, Florida 34698. The name of the initial registered agent of this Corporation at that address is KELLY GRAHAM.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII - DIRECTOR NAMES AND ADDRESSES

The name and street address of the member of the first Board of Directors is as follows:

KELLY GRAHAM - 1348 Overcash, Dunedin, FL 34698

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ARTICLE IX - INCORPORATOR

The name and address of the initial subscriber signing these Articles is as follows:

KELLY GRAHAM - 1348 Overcash, Dunedin, FL 34698

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

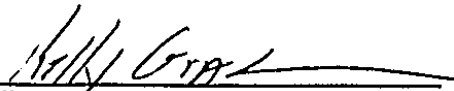
ARTICLE XI - ADOPTION OF THE BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 10th day of April, 1995.

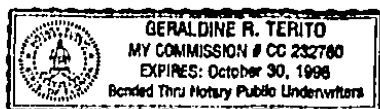

KELLY GRAHAM

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, KELLY GRAHAM, who produced his driver's license as identification, and who being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed them for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 10th day of April, 1995.


GERALDINE R. TERITO
NOTARY PUBLIC, STATE OF FLORIDA



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted. KELLY O'RYAN DISTRIBUTOR OF CLEARWATER, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1348 Overcash, Dunedin, County of Pinellas, State of Florida, has named KELLY GRAHAM as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



KELLY GRAHAM

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