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HENRY R. DOWD  
101 E. KENNEDY BOULEVARD  
SUITE 2100  
TAMPA, FLORIDA 33602  
(813) 229-2929

TRANSMITTAL LETTER

September 7, 1995

Department Of State  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

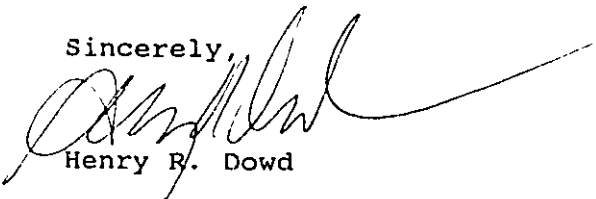
SUBJECT: BOB & LIZ KELLY & CO., INC

Enclosed is an original and one (1) copy of the articles of incorporation of BOB & LIZ KELLY & CO., INC. and a check for \$70.00 for the filing fees. Please call me, Henry R. Dowd, at (813)229-2929 if you have any problems with this filing.

After the articles have been filed, Please return the certificate of filing to me at the address below:

HENRY R. DOWD  
101 E. KENNEDY BOULEVARD  
SUITE 2100  
TAMPA, FLORIDA 33602

Sincerely,



Henry R. Dowd

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ARTICLES OF INCORPORATION

OF

BOB & LIZ KELLY & CO., INC

THE UNDERSIGNED hereby associate ourselves 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, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this Corporation shall be:

BOB & LIZ KELLY & CO., INC

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation's initial registered office is as follows, to-wit:

23504 BELLAIR LOOP  
LAND O' LAKES, FLORIDA 34639

ARTICLE III: SHARES OF STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND shares of common class only with a par value of one and no/100 Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her. These shares of stock shall be designated "common shares", under Section 1244 of the Internal Revenue Code.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Corporation's initial registered agent is as follows:

Henry R. Dowd  
5141 Eagle Island Drive  
Land O' Lakes, Florida 34639

ARTICLE V: INCORPORATORS

The names and street addresses of the Incorporators to these articles of Incorporation are:

NAME:	ADDRESS:
ROBERT A. KELLY JR.	23504 BELLAIR LOOP LAND O' LAKES, FLORIDA 34639

ARTICLE VI: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE VII: PURPOSE

The general purpose of which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE VIII: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile hereof, 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 of any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a 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 in accordance with Sec. 607.141.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests 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.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation 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.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option 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.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE IX: PREEMPTIVE RIGHT

The shareholders of the Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a

right to subscribe to or acquire shares in said corporation.

ARTICLE X: TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of section 1244 of the Internal Revenue Code.

ARTICLE XI: BOARD OF DIRECTORS

The Board of Directors of this corporation shall initially be One (1).

NAME:

ADDRESS:

ROBERT A. KELLY JR.

223504 BELLAIR LOOP

LAND O' LAKES, FLORIDA 34639

The number of Directors may be increased or decreased from time to time by amendment of these Bylaws, provided the Corporation shall always have at least one Director. Each director shall hold office until the next annual meeting of Shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of

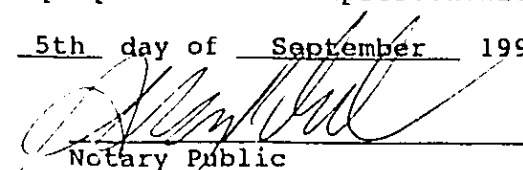
Incorporation.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hand and seal this 5th day of September, 1995 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State, State of Florida, this certificate of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
ROBERT A. KELLY JR.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, this day personally appeared ROBERT A. KELLY JR.  
known to be this individual described in and who executed the  
foregoing Articles of Incorporation, and he acknowledged before me  
that he executed the same for the purpose therein expressed. Witness  
my hand and official seal this 5th day of September 1995.

  
\_\_\_\_\_  
Notary Public  
State Of Florida at Large

My commission Expires:



HENRY RICHARD DOWD  
Notary Public, State of Florida  
My Comm. Exp. Feb. 6, 1998  
Comm. No. CC 349842



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes,  
The undersigned Corporation, Organized Under the laws of the State  
Of Florida submits the following statement in designating the  
registered office and registered agent, in the state of Florida.

- 1.) The name of the corporation is: BOB & LIZ KELLY & CO., INC
- 2.) The name and address of the registered agent and Registered  
office is:

Henry R. Dowd  
5141 Eagle Island Dr.  
Land O' Lakes, Florida 34639

*Robert A. Kelly Jr.*  
ROBERT A. KELLY JR., PRESIDENT  
BOB & LIZ KELLY & CO., INC

DATE: Sept 5, 1995

Having been named as registered agent and to accept service of  
process for the above stated corporation 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  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

*Henry R. Dowd*  
HENRY R. DOWD

September 5, 1995  
DATE