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FAMILY LAW
REAL ESTATE
GENERAL TRIAL PRACTICE

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September 21, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/25/95--01055--013
****122.50 ****122.50

Re: KEY HOUSTON, INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named new corporation for filing with the State of Florida. Also enclosed is my check in the amount of \$122.50 for the filing fee.

Please file the Articles and return the certificate and a certified copy of the Articles to me in the enclosed return Federal Express envelope as soon as possible.

Your prompt attention is appreciated.

Sincerely,

RICHARD C. PEPER, JR.

RCPjr/dbh
Enclosures

SEP 26 1995

ARTICLES OF INCORPORATION

of

KEY HOUSTON, INC.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is:

KEY HOUSTON, INC.

The principal office and mailing address for this corporation shall be:

650 East 27th Street
Jacksonville, Florida 32206

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business in the State of Florida.

ARTICLE IV
CAPITAL STOCK

The total number of shares of capital stock which the corporation shall have the authority to issue shall be as follows:

- a. 2000 shares of Cumulative Participating Senior Preferred Stock having a par value of \$100.00 per share
- b. 1000 shares of Voting Common Stock having a par value of \$1.00 per share

The preference limitation and relative rights of the shares of each class are as follows:

1. Participating Dividends

Holder of the Preferred Stock (the "Holder") shall be entitled to cumulative quarterly dividends accruing from the date of issue at the initial annual rate of the Wall Street Journal Prime Rate (the "Dividend Rate"). The Dividend Rate shall be adjusted and reset on the second anniversary of issuance and on the

same day of each subsequent year that the Preferred Stock remains issued and outstanding at the annual Dividend Rate deemed appropriate by the vote of two-thirds of the Holders of the Preferred Stock. In the event the Company does not agree to the new Dividend Rate, then, the Company shall be required to redeem the Preferred Stock immediately at the Redemption Price.

2. Liquidation Preference

a. In the event of the dissolution, whether voluntary or involuntary, liquidation, distribution of the assets, or winding up of the corporation, the holders of the Preferred Stock shall be paid \$100.00 per share, plus accrued and unpaid dividends compounded quarterly at the then applicable dividend rate.

b. Payment of the Holders of the Preferred Stock in liquidation shall be subject to the prior payment of all outstanding indebtedness of the Company, including any senior indebtedness. The Preferred Stock shall rank senior to all other classes of the Company's capital stock in liquidation.

3. Voting Rights

a. The Preferred Stock shall have no voting rights except as follows:

i) The approval of Holders of a two-thirds majority of the outstanding shares of Preferred Stock is required to authorize (i) an increase in the authorized number of shares of Preferred Stock, (ii) the issuance of stock senior to the Preferred Stock with respect to dividends or liquidation preferences, (iii) the repurchase of stock ranking junior to the Preferred Stock, (iv) the incurrence or guarantee of any indebtedness or the making of any investment (including loans, guaranties, capital contributions and acquisitions of equity or debt securities) where the aggregate amount of such indebtedness or investment exceeds \$100,000 and (v) the amendment of the rights, preferences and privileges of the Preferred Stock.

4. Redemption Rights

a) The Company may, at its option, from time to time, redeem the Preferred Stock at a Redemption Price equal to the Liquidation Preference plus all accrued and unpaid dividends thereon calculated to the date of redemption (the "Redemption Price"). The Company shall be mandatorily obligated to redeem all of the issued and outstanding Preferred Stock at the Redemption Price upon receipt of written notice of the Holders of Preferred Stock representing at least two-thirds of the issued and outstanding shares of Preferred Stock received at least thirty days prior to the second anniversary of the date of issuance or on the same day of each succeeding year (the "Redemption Date"), unless redeemed earlier by the Company. The Company shall also be

mandatorily obligated to redeem all of the issued and outstanding shares of Preferred Stock at the Redemption Price on the Redemption Date in the event the Company does not agree to the reset Dividend Rate.

5. Limitation on Distribution and Changes of Control

a. The Company may not declare or pay any cash dividends on, make any other distribution in respect of, or retire or redeem any shares of any class of common stock of the Company unless the Preferred Stock has been fully redeemed or retired.

b. The Company will be required to obtain approval from the Holders of a two-thirds of the Preferred Stock in the event of a Change of Control Event occurs. A Change of Control Event is defined as either: (i) a consolidation or merger of the Company with any entities unless the Company is the surviving entity; (ii) a transfer or sale of all or substantially all of the Company's assets; (iii) the failure of the principal shareholder to continue to own, directly or indirectly at least 51% of the issued and outstanding shares of the Company common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3020 Hartley Road, Suite 350, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is RICHARD C. PEPER, JR.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 names and addresses of the initial directors of this corporation are:

Stephen W. Allred
650 E. 27th Street
Jacksonville, Florida 32206

ARTICLE VII
INCORPORATOR

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

RICHARD C. PEPER, JR.
3020 Hartley Road, Suite 350
Jacksonville, Florida 32257

ARTICLE VIII
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 IX
INITIAL ISSUE AND TRANSFER OF STOCK

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

Stephen W. Allred	1000 shares of Common Stock
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ARTICLE X
OFFICERS

The name and post office address of the officer of this corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed and have qualified is as follows:

PRESIDENT:	Stephen W. Allred 650 E. 27th Street Jacksonville, Florida 32206
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SECRETARY/ TREASURER:	Stephen W. Allred 650 E. 27th Street Jacksonville, Florida 32206
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ARTICLE XI
POWERS

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

ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of September, 1995.

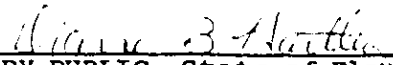


RICHARD C. PEPER, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD C. PEPER, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 22nd day of September, 1995, at Jacksonville, Duval County, Florida.



NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

WILLIAM B. HARTLEY
Notary Public, State of Florida
Comm. expires Dec. 22, 1995
Comm. No. 00159820

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 in compliance with said Act:

First, that KEY HOUSTON, 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 RICHARD C. PEPER,
JR., located at 3020 Hartley Road, Suite 350, Jacksonville, Florida
32257, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation, at the place designated in this
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.



RICHARD C. PEPER, JR.