

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

800-342-8086



9600002108

ACCOUNT NO. # 0710000002

REFERENCE # 790354 02497A

AUTHORIZATION #

COST LIMIT # \$ 70.00

Patricia Poynt

ORDER DATE # January 3, 1996

ORDER TIME # 9:55 AM

300001677038

ORDER NO. # 790354

CUSTOMER NO: 02497A

CUSTOMER: R. Patrick Mirk, Esq
R. PATRICK MIRK, PA

Suite 200, Crown Building
3025 Henderson Boulevard
Tampa, FL 33629

96 JAN -3 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DOMESTIC FILING

NAME: MICHAEL KEEN HOLDINGS, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN

JAN - 8 1996

95 JAN -3 AM 11:30
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

~~Handwritten scribbles~~

~~Handwritten scribbles~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

January 4, 1996

use 3rd date...

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MICHAEL KEEN HOLDINGS, INC.
Ref. Number: W9600000200

We have received your document for MICHAEL KEEN HOLDINGS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 696A00000350

RECEIVED
DIVISION OF CORPORATIONS
JAN 10 1996

Resubmit



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

RECEIVED
96 JAN -8 AM 8:47
DIVISION OF CORPORATION

January 5, 1996 *use 3rd date*

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MICHAEL KEEN HOLDINGS, INC.
Ref. Number: W9600000200

We have received your document for MICHAEL KEEN HOLDINGS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please accept our apology for falling to mention this in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 196A00000618

resubmit

FILED
96 JAN -3 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICHAEL KEEN HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Michael Keen Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2506 West Azeele
Tampa, Florida 33629

ARTICLE III
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation. The period of the corporation's existence is perpetual.

ARTICLE IV - BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 7,500 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 2506 Azeele, W., Tampa, Florida 33629, and the name of the initial registered agent at that address is Terrence S. Moore.

ARTICLE VII - BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial director of the Corporation is:

Terrence S. Moore
2506 West Azeele
Tampa, Florida 33629

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of the existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII - OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary, and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, shall be selected at the initial corporate meeting.

ARTICLE IX - INCORPORATOR

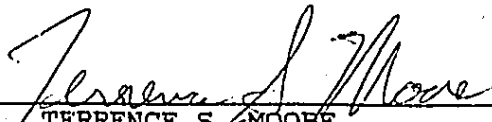
The name and street address of the person signing these Articles is:

Terrence S. Moore
2506 West Azeele
Tampa, Florida 33629

ARTICLE X - LOCATION OF SHAREHOLDERS & DIRECTORS MEETINGS

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of December, 1995.



TERRENCE S. MOORE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared TERRENCE S. MOORE, to me personally known, and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 12th day of December, 1995.



OFFICIAL SEAL
Barbara S. Mackenzie
My Commission Expires
Dec. 29, 1996
Comm. No. CC 250658


NOTARY PUBLIC

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

TERRENCE S. MOORE

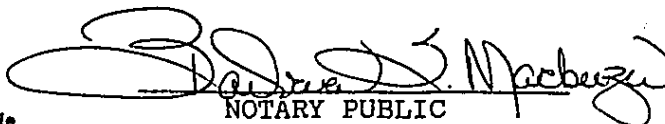
By: 
TERRENCE S. MOORE, President

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared TERRENCE S. MOORE, to me personally known, and who signed the foregoing acceptance, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 12th day of December, 1995.



OFFICIAL SEAL
Barbara S. Mackenzie
My Commission Expires
Dec. 29, 1996
Comm. No. CC 250658


NOTARY PUBLIC