

JAN - 9 (TUE) 13:09 RUBIN BAUM & LEVIN 11:30A-374-7200 11:01

1/30/96 FLORIDA DIVISION OF CORPORATIONS 12:59 PM  
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TO: DIVISION OF CORPORATIONS FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
DEPARTMENT OF STATE 200 S BISCAYNE BLVD  
STATE OF FLORIDA 2500 SE FINANCIAL CENTER  
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TALLAHASSEE, FL 32399 CONTACT: KENDALL SPARKMAN  
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((H96000001437))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: KEELEY & COMPANY, INC.

FAX AUDIT NUMBER: H96000001437

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/30/1996

TIME REQUESTED: 12:59:46

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1/21/96

DIVISION OF CORPORATIONS

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FAX AUDIT NO. 186-1437

**ARTICLES OF INCORPORATION  
OF  
KEELEY & COMPANY, INC.**

**ARTICLE I - NAME**

The name of this corporation is KEELEY & COMPANY, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is:

One Boca Place  
2255 Glades Road, Suite 324 A  
Boca Raton, Florida 33431

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

One Boca Place  
2255 Glades Road, Suite 324 A  
Boca Raton, Florida 33431

and the name and address of the initial registered agent of this corporation is:

**Name**

**Address**

Timothy E. Keeley

One Boca Place  
2255 Glades Road, Suite 324 A  
Boca Raton, Florida 33431

**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the fifth business day prior to the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

THIS INSTRUMENT PREPARED BY:  
Shelda R. Sehandy, Esq.  
Florida Bar No. 0859927  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & DILZIN  
2500 First Union Financial Center  
P.O. Box 619109  
Miami, Florida 33101-9109  
Telephone: (305) 374-7580

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one.

The name and address of the sole member of the Initial Board of Directors is:

**Name****Address**

Timothy E. Keeley

One Boca Place  
2255 Glades Road, Suite 324 A  
Boca Raton, Florida 33431

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**ARTICLE VIII - INCORPORATOR**

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

**Name****Address**

Timothy E. Keeley

One Boca Place  
2255 Glades Road, Suite 324 A  
Boca Raton, Florida 33431

**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

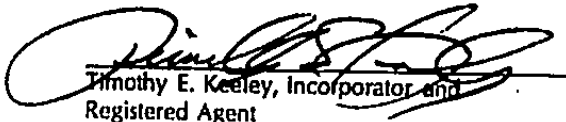
**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer, director, incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and accepts appointment as registered agent this 27<sup>th</sup> day of January, 1996.

  
Timothy E. Keeley, Incorporator and  
Registered Agent