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LUBIN & GLAZIER, P.A.

10101 N.E. 31ST COURT
SUITE 1200
AVENUE, FLORIDA 33160

SETH D. LUBIN
ERIC L. GLAZIER

DONALD J. GLAZIER
OF COUNSEL

TELEPHONE
(305) 866-7899
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Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Date: March 20, 1996

RE: Keely Corporation

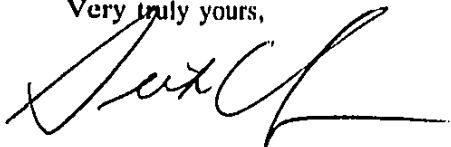
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced name. Also enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,



Seth D. Lubin

SDL/jem

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-05/09/96--01015--012
****122.50 ****122.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MARCH 21 1996
9:17 AM

9/5/15/96

**ARTICLES OF INCORPORATION
OF
KEELY CORPORATION**

FILED
95 MAY -9 911:17

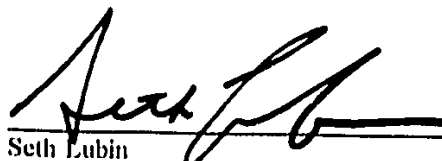
- ARTICLE I.** The name of this corporation is Keely Corporation, operating at 1345 N.W. 167th Avenue Pembroke Pines, FL 33028.
- ARTICLE II.** This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III.** This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.
- ARTICLE IV.** This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V.** The street address of the initial registered office of this corporation is: 6917 Collins Avenue, Miami Beach, FL 33141, and the name of the initial registered agent of this corporation at that address is Seth D. Lubin, Esquire.
- ARTICLE VI.** This Corporation shall have 2 Directors initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:
- Jack Lubin, 1345 N.W. 167th Avenue Pembroke Pines, FL 33028;
George Freedman, 1345 N.W. 167th Avenue, Pembroke Pines, FL 33028
- ARTICLE VII.** The name and street address of the person signing these Articles of Incorporation is: Seth D. Lubin, 6917 Collins Avenue, Miami Beach, FL 33141 .
- ARTICLE VIII.** The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.
- ARTICLE IX.** This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X.** This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote on said issue, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on March 20, 1996

I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



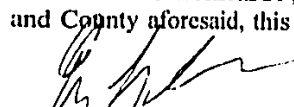
Seth Lubin
Subscriber and Registered Agent

STATE OF FLORIDA
DEPARTMENT OF REVENUE
95111-9 0311:17

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Seth D. Lubin, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation on March 20, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this March 20, 1996.



Notary Public at Large
State of Florida

My commission expires:



ERIC L. GLAZIER
My Commission 00410235
Expires Nov. 07 1998
Bonded by HAI
800-422-1888