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MAY, MEACHAM & DAVELL
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
NATIONSBANK TOWER, SUITE 2802
ONE FINANCIAL PLAZA
FORT LAUDERDALE, FLORIDA 33304-1607

PAUL H. MAY
ROBERT C. MEACHAM
WILLIAM C. DAVELL
DAVID MARSHALL BROWN*

*ALSO ADMITTED IN GEORGIA

96 JUN -7 AM 5:37
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FORT LAUDERDALE (954) 763-8006
MIAMI (305) 944-8281
TELEFAX (954) 764-8367

June 4, 1996

CORPORATE RECORDS BUREAU
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

000001855820
-06/07/96--01065--009
****122.50 ****122.50

Re: Incorporation of **THE KELLEY FAMILY GROUP, INC.**

Dear Sir or Madame:

Enclosed you will find an original and a copy of the executed Articles of Incorporation for **THE KELLEY FAMILY GROUP, INC.** Further enclosed is our trust check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee, registered agent designation and a certified copy of the Articles. A self-addressed, stamped envelope is enclosed for your convenience in returning the certified copy of the Articles after filing same.

Thank you for your prompt attention to this matter.

Very truly yours,

W. Davell
William C. Davell
MAY, MEACHAM & DAVELL, P.A.

WCD/cab

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6-11-96

ARTICLES OF INCORPORATION
OF
THE KELLEY FAMILY GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name of this corporation is:

THE KELLEY FAMILY GROUP, INC.

and the address of the corporation is:

2314 N.E. 12 Court
Fort Lauderdale, FL 33304

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is NationsBank Tower, One Financial Plaza, Suite #2602, Fort Lauderdale, Florida, 33394; and the name of the initial registered agent of this corporation at that address is WILLIAM C. DAVELL.

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The name(s) of the Director(s), their addresses and office to be held by each for the first year of existence of this Corporation or until their successors are elected and have qualified are:

Name	Address	Office
STEPHEN A. KELLEY	2314 N.E. 12 Court Fort Lauderdale, FL	President / Director
JANDA S. KELLEY	2314 N.E. 12 Court Fort Lauderdale, FL	Secretary/ Treasurer / Director

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is: STEPHEN A. KELLEY, and the number of shares of stock to which the subscriber agrees to take is: NONE.

Article IX - Indemnification

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

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 3rd day of June, 1996.


STEPHEN A. KELLEY

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN A. KELLEY, 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 these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 3rd day of June, 1996.

Christie A. Becker
Notary Public

My commission



CHRISTIE A. BECKER
My Commission CC370001
Expires May, 24, 1998
Bonded by HAI
800-422-1888

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **THE KELLEY FAMILY GROUP, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of June, 1996.

William C. Davell
WILLIAM C. DAVELL
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA