

P960000052992

96 JUL 11 10 35

SECT. 1
TALLAHASSEE, FLORIDA

State of Florida
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

00000010230670
05/16/96--01001--003
*****70.00 *****70.00

Gentlemen:

Enclosed herein, please find an original and a duplicate of the:

KEY COMPUTER ASSOCIATES, INC.

- 1-. Articles of Incorporation
- 2-. Certificate of Registered Agent
- 3-. A check in the amount of \$70⁰⁰

I trust this fulfills the requirements for registering the Corporation with your Department.
Please let me know if there is any additional information required.

Thanking you in advance for your cooperation in this matter,

Sincerely



Andrés Villalón

AV:tim

W96-10434

634

44
6-21-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1996

ANDRES VILLALON
600 GRAPETREE DRIVE
KEY BISCAIYNE, FL 33149

SUBJECT: KEY COMPUTER ASSOCIATES, INC.
Ref. Number: W96000010939

We have received your document for KEY COMPUTER ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00025543

ANDRÉS VILLALÓN

P.O. Box 447, Key Biscayne, FL 33149 (305) 361-9504 Fax (305) 361-0076

June 19, 1996

State of Florida
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn.: Ms. Kathy Hyman

Dear Ms. Hyman

As per our conversation of today's date I am enclosing the following KEY COMPUTER ASSOCIATES, INC. revised documents:

- 1-. Articles of Incorporation
- 2-. Certificate of Registered Agent

I corrected, the fact that it was missing the address of the corporation in the Articles of Incorporation.

Thanking you in advance for your cooperation in this matter,

Sincerely



Andrés Villalón

AV:tim

FILED
96 JUN 11 11 09 53
SHAW
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
KEY COMPUTER ASSOCIATES, INC.

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

ARTICLE I

The name of the corporation is KEY COMPUTER ASSOCIATES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of the Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation securities.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is ANDRES VILLALON. The street address of the initial registered agent is: 600 Grapetree Dr., Key Biscayne, FL 33149. The street address of the initial *principal* office of the corporation in the State of Florida is: 600 Grapetree Dr., Key Biscayne, FL 33149.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws of the corporation. The names and street addresses of the initial directors are Andres Villalón, 600 Grapetree Dr., Key Biscayne, FL 33149, and Andrés Villalón, Jr., 4912 SW 22nd. Place, Cape Coral, FL 33914.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Andres Villalon, 600 Grapetree Dr., Key Biscayne, FL 33149.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer,

director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE X

AMENDMENT

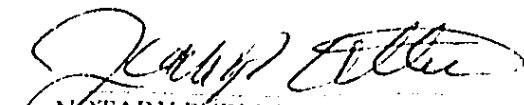
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto. IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation this 19 day of June, 1996.

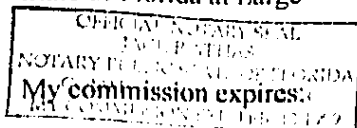

ANDRES VILLALON

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANDRES VILLALON known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she/he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 19 day of June, 1996.


NOTARY PUBLIC
State of Florida at Large



CERTIFICATE OF REGISTERED AGENT
OF

KEY COMPUTER ASSOCIATES, INC.

Pursuant to Chapter 607.034 of the Florida Statutes the following is submitted in compliance with said act: That KEY COMPUTER ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of, County of Dade, State of Florida, has named, ANDRES VILLALON, located at, 600 Grapetree Dr., Key Biscayne, Fl. 33149, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 19 day of June, 1996

Signed before me on 6-19-96

Josh R. Altier
Notary Public
State of Florida

Andrés Villalón

ANDRÉS VILLALON

