

7/16/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

WHICH ARE INDUSTRIES, INC.

DEPARTMENT OF REVENUE

11 W 11TH ST

STATE OF FLORIDA

109 N.W. 11TH ST

MIAMI FL 33136-2800

TALLAHASSEE, FL 32301

CONTACT: LYNN FRIEDMAN

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KEYBER MANAGEMENT CO., INC.

FAX AUDIT NUMBER: H98000009769

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DATE REQUESTED: 07/16/1998

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TALLAHASSEE, FL 32301

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7/16

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7/16-14773

DIVISION OF CORPORATIONS

96 JUL 15 AM 11:27

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 15, 1998

ACE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: KEYBER MANAGEMENT CO., INC.
REF: W96000014773

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000009769
Letter Number: 996A00034270

H96-09769

ARTICLES OF INCORPORATION

OF

KEYSER MANAGEMENT CO., INC.RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 16 2:11:57

FILED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME. The Name of the corporation is: KEYSER MANAGEMENT CO., INC., located at 25 N.W. 24th Ct., Delray Beach, FL, 33444.

ARTICLE II. DURATION. The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK. The aggregate number of shares which the corporation has authority to issue is 500, all of which shall be common shares of the par value of \$1.00 per share.

ARTICLE V. REGISTERED OFFICE. The street address of the initial registered office of the corporation is: 25 N.W. 24th Ct., Delray Beach, FL 33444, and the initial registered agent at such address is Robert Keyser.

ARTICLE VI. DIRECTOR. The corporation shall have two directors initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS. The name and post office address of the members of the first Board of Directors is:

Kelly Keyser
25 N.W. 24th Ct.

Delray Beach, FL 33444


Robert D. Keyser
25 N.W. 24th Ct.

Delray Beach, FL 33444

H96-09769
ACU INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-433-8871

H96-09769

IN WITNESS WHEREOF, we have subscribed our name this 9th
day of July, 1996.


Robert D. Keyser
25 N.W. 24th Ct.
Delray Beach, FL 33444

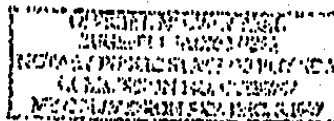
STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 9th day of July, 1996,
before me, a Notary Public, duly authorized in the State and County
named above to take acknowledgements, personally appeared Robert Keyser,
to me known to be the person whose name is subscribed to the within
instrument, and acknowledged that he executed the same for the purposes
therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC, STATE OF FLORIDA



H96-09769

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above
ntated corporation, at the office stated above, I hereby accept
to act in the capacity of Registered Agent and agree to comply
with the provisions relative to keeping said office open.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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