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The Villages of CITRUS HILLS

P9600007564

September 3, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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EFFECTIVE DATE

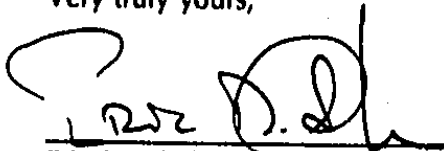
9-3-96

Dear Sirs:

Enclosed please find the Articles of Incorporation of Keller, Inc. to be filed with the State. You will also find a check for \$122.50 to cover the filing fee in this matter.

If you have any questions, please feel free to call.

Very truly yours,



Eric D. Abel, General Counsel

EDA/lb
Enclosure

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ARTICLES OF INCORPORATION

OF
KELLER, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Keller, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 3d of September, 1996. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of one dollar (\$1.00) par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

Stephen A. Tamposi
216 E. Keller Ct.
Hernando, Florida 34442

ARTICLE VIII. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2450 N. Citrus Hills Blvd., Hernando, Florida 34442.


The name of the individual who shall serve as this corporation's initial registered agent at that address is: Eric D. Abel, 2450 N. Citrus Hills Blvd., Hernando, FL 34442

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Stephen A. Tamposi, 216 E. Keller Ct., Hernando, Florida 34442.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.


Stephen A. Tamposi, Incorporator

State of Florida
County of Citrus

On August 30, 1996, Stephen A. Tamposi, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Keller, Inc.


Notary Public *LISA M. DAZEMORE*



LISA M. DAZEMORE
My Commission C0334351
Expires Dec. 08, 1997
Bonded by HAI
800-422-1555

I hereby accept my designation as registered agent and agree to serve as the registered agent of Keller, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Keller, Inc.


Eric D. Abel, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA