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October 29, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: J. P. KELLI, INC.

800001993148--6
-10/31/96--01118--007
****122.50 ****122.50

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

I trust the foregoing is sufficient for issuance of charter.

Very truly yours,

Jed Berman

JB
Enclosures
cc: Paul Kellison

FILED
96 Oct 31 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 4 1996

BSB

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is J. P. KELLI, INC.

ARTICLE II

The principal office and mailing address of the corporation is
8070 Village Green Road, Orlando, Florida 32818

ARTICLE III

The number of shares the corporation is authorized to issue is
10,000 common, \$1.00 par value, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of
future distributions of stock. The board of directors shall have
the authority to fix the procedures for exercising such rights at
the time of future distributions of stock.

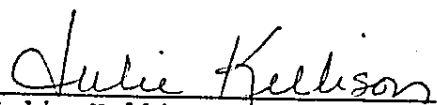
ARTICLE V

The street address of the corporation's initial registered
agent is 8070 Village Green Rd., and the corporation's initial
registered agent is Paul Kellison.

ARTICLE VI

The name and address of the Incorporator is Julie Kellison.

IN WITNESS WHEREOF the Incorporator has hereunto said her hand
and seal this 28 day of October, 1996.


Julie Kellison, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESSED MAY
BE SERVED.

Pursuant to Fla. Stat. 48.091, the following is submitted in
compliance thereof.

That J.P. KELLI, INC. desiring to organize under the laws of
the State of Florida, has named Paul Kellison, located at 8070
Village Green Road, Orlando, State of Florida, as its registered
agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for J.P.
KELLI, INC. at the place designated in this certificate, I hereby
accept said designation and agree to comply with the statutory
requirement relevant to keeping open said office.

Paul Kellison

Paul Kellison, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA