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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, FL 32301

Re: Incorporation of Kelly Conglomerates, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Our check is also enclosed for the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

If you have any questions, please feel free to contact me. I would appreciate your returning a conformed copy of the Articles at your earliest convenience.

Yours very truly,

WALTER J. SMITH

WJS/aw

Encls.

FILED
96 NOV -4 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
KELLY CONGLOMERATES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is KELLY CONGLOMERATES, INC.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$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 she 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 Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 6150 Happy Hollow Drive, Milton, FL 32570, and the name of the initial registered agent of this corporation at that

address is LOWELL B. KELLY, who states he is familiar with and accepts the duties and responsibilities as registered agent for said corporation and his signature appears hereafter.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

LOWELL B. KELLY
6150 Happy Hollow Drive
Milton, FL 32570

Article VIII - Incorporators

The name and address of the person signing these Articles is as follow:

LOWELL B. KELLY
6150 Happy Hollow Drive
Milton, FL 32570

Article IX - By-Laws

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

Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

LOWELL B. KELLY - 1,000 Shares

Article XI - Indemnification

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

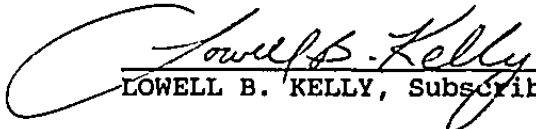
Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIV - Tax Article

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

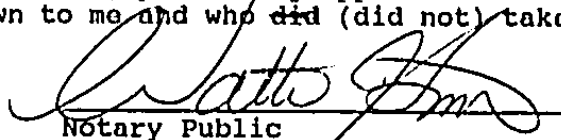
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 30th day of October, 1996.



LOWELL B. KELLY, Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, this 30th day of October, 1996, personally appeared LOWELL B. KELLY, who is personally known to me and who ~~did~~ (did not) take an oath.



Notary Public

My Commission Expires:



Walter J. Smith

MY COMMISSION # 00514000 EXPIRES

January 26, 2000

CONCERNED TRUSTEES INSURANCE, INC.

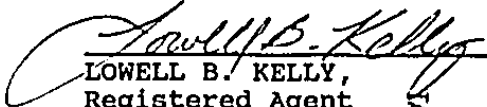
Prepared by:
WALTER J. SMITH
Smith, Grimsley, Bauman, Pinkerton
Peterman, Saxer and Wells
P.O. Box 2379
Fort Walton Beach, FL 32549

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST: That KELLY CONGLOMERATES, INC., a corporation
duly organized and existing under the laws of the State of Florida
with its principal office as indicated in the Articles of
Incorporation at 6150 Happy Hollow Drive, Milton, Florida 32570,
has named LOWELL B. KELLY, 6150 happy Hollow Drive, Milton, Florida
32570, as its agent to accept service of process for the above-
named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process
for the above-named corporation at the place designated in this
Certificate, I hereby agree to act in this capacity and I further
agree to comply with the provisions of all statutes relative to the
proper performance of my duties.


LOWELL B. KELLY,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by LOWELL B. KELLY,
who is personally known to me and who did take an oath this
30th day of October, 1996.


Notary Public

Typed Name.....

Commission No.
My Commission
Expires:

Walter J. Smith

NOTARY PUBLIC
MY COMMISSION EXPIRES
OCTOBER 1, 2001
STATE OF FLORIDA