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ATTORNEYS AT LAW

DENT & COOK, P.A.

P.O. BOX 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

December 10, 1996

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-12/12/96--01047--007
***\$122.50 ***\$122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: KEEVA, INC. International

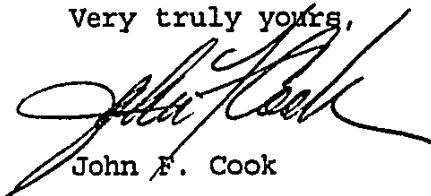
Dear Sir or Madam:

Enclosed please find Articles of Incorporation of, KEEVA, INC.
International for filing, together with a copy for certifying.

Also, enclosed is our firm's check in the amount of \$122.50
representing filing fees - \$35.00, certified copy - \$52.50 and
registered agent designation - \$35.00.

Please forward the Certificate of Incorporation, together with
certified copy of the Articles of Incorporation to the
undersigned at your earliest opportunity.

Very truly yours,



John F. Cook

JFC/mc

Enclosures

FILED
96 DEC 12 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/12/96

ARTICLES OF INCORPORATION
OF
KEEVA, INC. INTERNATIONAL

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation shall be KEEVA, INC.
International.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation as well
as the mailing address of the corporation is:

1620 Main Street, Suite 6
Sarasota, Florida 34236

ARTICLE III. CAPITAL STOCK.

The corporation is authorized to issue, in one class, 10,000
shares of \$1.00 par value common stock which shall be designated
"Common Shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

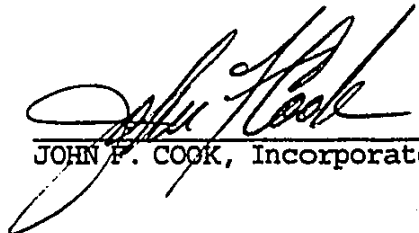
The street address of the corporation's initial registered
office is 330 South Orange Avenue, Sarasota, Florida 34236 and the
name of the corporation's initial registered agent at that address
is John F. Cook, Esq.

ARTICLE V. INCORPORATOR.


The name and address of the incorporator is:

John F. Cook, Esq.
330 South Orange Avenue
Sarasota, Florida 34236

Dated this 10th day of December, 1996.


JOHN F. COOK, Incorporator

Having been designated and appointed to act as registered agent and to accept service of process for and on behalf of the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of registered agent for the corporation and accept the appointment to such position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JOHN F. COOK, Registered Agent
Dated: 12/10/96

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TALLAHASSEE, FLORIDA