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Bradford A. Bobbitt, P. A.

Attorney at Law

837 N.E. EIGHTH AVENUE
OCALA, FLORIDA 34470

December 12, 1996

TELEPHONE
(352) 351-1441

FACSIMILE
(352) 684-0666

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

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-12/17/96--01153--013

*****78.75 *****78.75

RE: KELLEY'S COMPUTER SERVICES, INC.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for filing fee and certificate.

Sincerely,

Bradford A. Bobbitt

BRADFORD A. BOBBITT, P.A.

BAB/drg
Enclosure(s) - as stated above

cc: Mr. Ken Kelley

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 AM 10:30

12/18/96

**ARTICLES OF INCORPORATION
OF
KELLEY'S COMPUTER SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 AM 10:30

The undersigned, acting as the incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is KELLEY'S COMPUTER SERVICES, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

a. Number. The aggregate number of shares that the corporation shall have the authority to issue is seven (7) shares of Capital Stock with a value of One and 00/100 Dollars (\$1.00) per share.

b. Initial issue. Seven (7) shares of the Capital Stock of the corporation shall be issued for cash at a value of One Dollar and 00/100 (\$1.00) per share.

c. Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

d. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

e. No classes of stock. The shares of the corporation are not to be divided into classes.

f. No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 537 N.E. 8th Avenue, Ocala, FL 34470, and the name of the initial registered agent at such address is Bradford A. Bobbitt, P.A.

SIXTH: The Board of Directors shall consist of from 2 to 5 members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip
Kenneth W. Kelley, Jr.	16337 N.E. 154th St.,	Ft. McCoy,	FL	32134
Kimberly A. Kelley	16337 N.E. 154th St.,	Ft. McCoy,	FL	32134

EIGHTH: The names and addresses of the initial incorporators are as follows:

Name	Number & Street	City	State	Zip
Kenneth W. Kelley, Jr.	16337 N.E. 154th St.,	Ft. McCoy,	FL	32134
Kimberly A. Kelley	16337 N.E. 154th St.,	Ft. McCoy,	FL	32134

NINTH: An affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a fifty percent (50%) vote of all stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

TWELFTH: The address of the principal office is 537 N.E. 8th Avenue, Ocala, FL 34470.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF; THE UNDERSIGNED have executed these
articles of incorporation at Ocala, Marion County, Florida, on the
12th day of December, 1996.


KENNETH W. KELLEY, JR.


KIMBERLY A. KELLEY

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 16 AM 10:30

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

KELLEY'S COMPUTER SERVICES, INC.

2. The name and address of the registered agent and office is:

Bradford A. Bobbitt, P.A.
537 N.E. Eighth Avenue
Ocala, FL 34470

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

BA Bobbitt
BRADFORD A. BOBBITT, P.A.
537 N.E. Eighth Avenue
Ocala, Florida 34470
(352) 351-1441
Date: 12-11-96