

P97000002553

HELENA W. BROWN
378 BAHIA AVE.
KEY LARGO, FL 33037

(305) 453-0234

Florida Department of State
Sandra B. Mortham
Secretary of State

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

EFFECTIVE DATE
1-1-97

SUBJECT The incorporation of THE ALL KEYS SHOPPER INC.

Please certify the Articles of Incorporation of the ALL KEYS SHOPPER INC

I have enclosed a check for \$122.50 and the SS4 Federal employers
ID form.

Return to Helena W. Brown
378 Bahia Ave.
Key Largo, FL 33037

200002048582--5
-01/07/97-01115-007
****122.50 ****122.50

Thank you for your service

Helena W. Brown
Helena W. Brown

Corporation Agent
The All Keys Shopper INC

*Check enclosed \$1003 122.50
JWB*

FILED
97 JAN -6 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 10 1997

EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION

OF

THE ALL KEYS SHOPPER INC.

FILED

97 JAN -6 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be: THE ALL KEYS SHOPPER INC

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the State of Florida, the United States, or any other state, county, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Ten Million (10,000,000) shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The address of the initial registered office and the principle address of the corporation is:

378 Bahia Avenue
Key Largo, FL 33037

and the name of the initial registered agent of that corporation is:

HELENA W. BROWN

ARTICLE V. TERM OF EXISTANCE

This corporation shall exist from January 1, 1997 perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have a Board of Directors which shall consist of at least one (1) member at all times. The initial Board of Directors shall be appointed at the first meeting of the share holders of this corporation.

ARTICLE VII. INCORPORATOR

The name of the incorporator of this corporation is: HELENA W. BROWN.

IN WITNESS WHEREOF, The undersigned has set her hand and seal hereto as incorporator of THE ALL KEYS SHOPPER INC.

This day 18th day of DECEMBER 1996

Helena W. Brown
Incorporator

IN WITNESS WHEREOF the undersigned has set her hand and seal hereto in acceptance of the position of Registered Agent for THE ALL KEYS SHOPPER INC. and does hereby accept and agree to abide by the requirements incident to such a position.

Helena W. Brown
Registered Agent

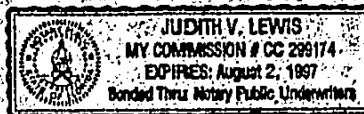
STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this

18th day of DECEMBER 1996

Judith V. Lewis
Notary Public, State of Florida

My commission expires:



FILED
97 JAN -6 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA