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January 16
December 9, 1996

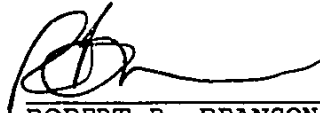
From: Robert B. Branson, Esquire
1524 East Livingston Street
Orlando, Florida 32803
Florida Bar #800988

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-01/21/97--01036--007
****122.50 ****122.50

Subject: Michael Kelly Florida Properties, Inc.

To: Division of Corporations
Box 6327
Tallahassee, Florida 32314

Enclosed are Articles of Inc. for subject Corporation. Return the Certified Articles, Chapter and receipt to the address indicated above.



ROBERT B. BRANSON, ESQUIRE
1524 E. Livingston Street
Orlando, Florida 32803
(407) 894-6834
Florida Bar No.: 800988

FILED
97 JAN 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1/27/97

ARTICLES OF INCORPORATION OF A CORPORATION FOR PROFIT

The following Articles of Incorporation are executed to establish a Corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME AND ADDRESS: The Name and Address of this Corporation:

MICHAEL KELLY FLORIDA PROPERTIES, INC.
867 BENCHWOOD DRIVE
WINTER SPRINGS, FLORIDA 32708

ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT and REGISTERED ADDRESS (All persons listed above the first are additional Initial Directors):

MICHAEL GERARD KELLY
867 BENCHWOOD DRIVE
WINTER SPRINGS, FLORIDA 32708

ARTICLE 3 - AUTHORIZED SHARES (Maximum Number and Par Value Per Share):

One Thousand (1000) Shares at One Dollar (\$1.00) per share.

ARTICLE 4 - AUTHORIZED SHARES OF STOCK: Any portion of the shares of stock of this corporation may be issued for cash, property, services actually performed or any right or thing having a value at least equal to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgment of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on, the same.

ARTICLE 5 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT: This corporation shall have all of the powers conferred upon Corporations or Professional Associations and may engage in any business or activity, permitted by laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same are filed with the Secretary of the State of Florida within five (5) days of said execution. If said Articles are not filed with the Secretary of State of Florida within said five (5) days, the corporation shall commence its existence on the date these Articles are filed with said Secretary of State.

ARTICLE 6 - STATED CAPITAL: The stated capital of this corporation shall be the sum of the par value of all shares of the corporation having a par value that have been issued and not canceled; the amount of the consideration received by the corporation for all shares of this corporation without par value that have been issued, except such part of the consideration thereof that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by law.

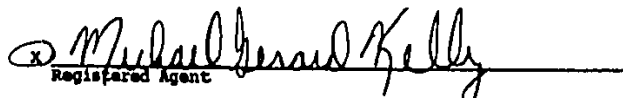
ARTICLE 7 - AMENDMENTS TO ARTICLES: Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

ARTICLE 8 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS: The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the Board of Directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors. Each stockholder shall have votes equal to the number of shares owned by said stockholder. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation. The stockholders shall have the right to (1) issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper, (2) limit the transferring, assigning, pledging, devising, and bequeathing of the stock of this corporation and all other matters permitted by the laws of Florida in any agreement among themselves, (3) approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares, and (4) adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with law or these Articles of Incorporation. Any stockholder may appoint another person to serve in the stockholders stead.

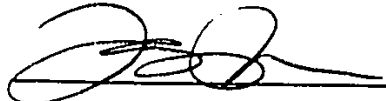
IN WITNESS WHEREOF, I execute these Articles of Incorporation.

The Undersigned accepts the duties of registered agent of this corporation.


Incorporator/Initial Director


Registered Agent

STATE OF FLORIDA, COUNTY OF ORANGE - ACKNOWLEDGEMENT: Before the undersigned personally appeared the Incorporator/Initial Director and Registered Agent known to me to be the person described herein who acknowledged executing these Articles.



Dated on

1-9-97

FILED
JAN 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAID 7657

TRANSMITTAL LETTER

FILED

97 JAN 21 PM 2:11

STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: ROD BIRKETT, CONSULTANT INC
(Proposed corporate name - must include suffix)

100002063571--9
-01/21/97--01066--018
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROD BIRKETT
Name (Printed or typed)

1568 WATER DR. NE
Address

PALM BAY, FL 32905
City, State & Zip

407-724-8976
Daytime Telephone number

[Handwritten signature]
1/27/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

97 JAN 21 PM 2: 11

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **Rod Birkett, Consultant Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1568 Water Dr. NE
Palm Bay, FL., 32905**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is :

One

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Rod Birkett
1568 Water DR. NE
Palm Bay, FL., 32905**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these articles on Incorporation is:

**Rod Birkett
1568 Water DR. NE
Palm Bay, FL., 32905**

**The undersigned incorporator has executed these articles of incorporation this
17th day of January, 1979**



Signature

FILED

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

97 JAN 21 PM 2:11
STATE
TALLAHASSEE, FLORIDA

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 ROD BIRKETT, CONSULTANT INC.

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

ROD BIRKETT
(NAME)

1568 WATER DR. NE.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PALM BEACH FL 33405
(CITY/STATE/ZIP)

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.


(SIGNATURE)

17 JAN 97
(DATE)