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Chopin, Miller & Tudenfreund

Attorneys at Law

A Partnership of Professional Associations

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Palm Beach, Florida 33480*

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March 10, 1997

VIA FEDERAL EXPRESS

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

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-03/11/97--01094--005

****122.50 ****122.50

Re: Kay Realty, Inc.

Dear Madam or Sir:

Enclosed for filing please find original Articles of Incorporation for the above-referenced entity. Also enclosed is our check number in the amount of \$122.50, which represents the filing fee, as well as the fee for a certified copy of the Articles of Incorporation.

In addition, we have enclosed for certification an additional original of the Articles of Incorporation and a self-addressed Federal Express air bill, so you may immediately return to us the certified copy upon filing same.

Should you require anything further, or should you have any questions or concerns, please do not hesitate to contact me. Please know that your efforts in this matter are appreciated.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS:msr

Enclosures

P:\CLIENT\014501\4.LTR

FILED
97 MAR 11 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED MAR 18 1997

ARTICLES OF INCORPORATION
OF

KAY REALTY, INC.

FILED
97 MAR 11 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Kay Realty, Inc. The mailing address of the corporation shall be 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

ARTICLE II

The general nature of this business to be transacted is:

(a) To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry and transport all kinds of equipment, goods, wares, merchandise, provisions and supplies;

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed;

(c) To exercise and enjoy all the rights, powers and privileges incident to corporations for profit, organized and existing by virtue of the laws and Constitution of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

L. Frank Chopin, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VI

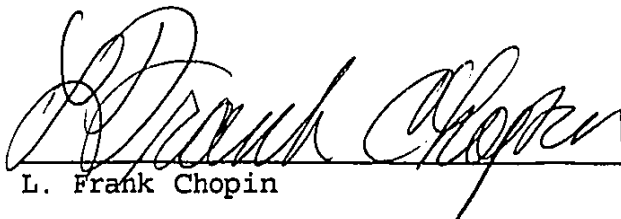
The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

L. Frank Chopin, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

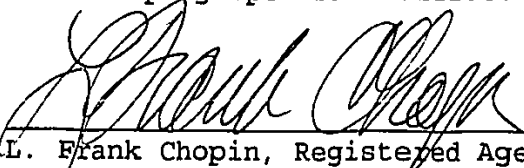
WITNESS the hand and seal of the said incorporator this 10th day of March, 1997.


L. Frank Chopin

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: That Kay Realty, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named L. Frank Chopin, Attorney at Law, located at 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


L. Frank Chopin, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA