

9970000026438

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

RE:

Larry K. Keys PA.

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
3-24-97

FILED

97 MAR 25 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAR 25 1997

TX!

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 3/25 12:00
Will Pick Up

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval	200002123372-9 -03/25/97-01007-031 *****70.00 *****70.00	
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE..... \$

DISBURSED..... \$

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

ARTICLES OF INCORPORATION

EFFECTIVE DATE

3-24-97

OF

LARRY K. KEYS, P.A.

97 MAR 25 AM 11:22

RECORDING OFFICE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a Florida professional services corporation whose shareholders are individuals duly licensed as attorneys at law to render legal services within the State of Florida, hereby adopts these Articles of Incorporation and forms a professional corporation (the "Corporation") under the Florida Professional Service Corporation Act and other laws of the State of Florida, as follows:

ARTICLE I

Name

The name of the Corporation is: LARRY K. KEYS, P.A.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be March 24, 1997, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business and Purpose

The Corporation is organized for the following purposes:

(a) to engage in every phase and aspect of the business of rendering the same professional services to the public that attorneys at law, duly licensed under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice law therein;

(b) to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services;

(c) to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation; and

(d) to conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, or any successor statute, as such statutes may be amended from time to time.

ARTICLE IV
Capital Stock

(a) The Corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the common Stock to be issued. When so issued, such Common Stock shall become and be fully paid and nonassessable. The Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock; and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock, either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE V
Initial Principal and Office; and
Initial Registered Office and Agent

The street address of both the initial principal office and the initial registered office of the Corporation is 1110 West Brandon Boulevard, Brandon, Florida 33511; and the name of the initial registered agent of the Corporation at such address is Larry K. Keys.

ARTICLE VI
Directors

The Corporation shall have one (1) director, initially. The number of directors may be increased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director. The name and address of the initial director of the Corporation who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Larry K. Keys	1110 West Brandon Boulevard Brandon, Florida 33511

ARTICLE VII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation, whose shareholders all are attorneys at the law duly licensed to render professional services as such under the laws of the State of Florida, is:

Name

Keys & Renfroe, P.A.

Address

1110 West Brandon Boulevard
Brandon, Florida 33511

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE IX
Stockholders

(a) The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render services as attorneys at law under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as an attorney at law under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within Florida to render professional legal services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional legal services, such shareholder shall sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

ARTICLE X
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XI
Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for a sharing of profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the bylaws of the Corporation or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.


(c) To adopt, for the benefit of employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift (savings) plan, or (v) other retirement, incentive compensation or employee benefit plan.

ARTICLE XII
Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of March, 1997.

KEYS & RENFROE, P.A.

By: 
Larry K. Keys, President
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: March 24, 1997


Larry K. Keys

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA