

897000031169

BOOSE CASEY CIKLIN LUBITZ MARTENS McBANE & O'CONNELL

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JOSEPH L. ACKERMAN, JR.
BRUCE O. ALEXANDER, P.A.
JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
JOHN D. BOYKIN P.A.
LONNIE K. BROWNE
PATRICK J. CABEY, P.A.
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
MICHAEL W. CONNORS
ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
MARC S. DOBIN, P.A.
JASON S. HASELKORN
W. JAY HUNSTON, JR., P.A.

DEBRA A. JENKS, P.A.
BRIAN S. JOSLYN, P.A.
GREGORY S. KING
CHARLES A. LUBITZ, P.A.
EDWIN C. LUNSFORD
RICHARD L. MARTENS, P.A.
LOUIS R. McBANE, P.A.
TIMOTHY P. MCCARTHY, P.A.
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, JR., P.A.
J. KORY PARKHURST
CHARLES L. PICKETT, JR.
TIMOTHY J. ROOKS
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL
JULIE ANN ALLISON
JOHN L. REMSEN

NORTHBRIDGE TOWER 1 • 19TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-5900
TELECOPIER (561) 833-4209

MAILING ADDRESS
P.O. BOX 4038
WEST PALM BEACH, FL 33402-0038

April 1, 1997

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

000002133860--3
-04/04/97-01071--007
*****70.00 *****70.00

Re: THE KELLEY GROUP, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$70.00 which covers the following:

Charter Filing	\$35.00
Registered Agent Fee	35.00
	<u>\$ 70.00</u>

Kindly file same and return the copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

Linda K. Kaufman
Linda K. Kaufman, CCA
Legal Assistant

:lkk
Enclosures

FILED
APR - 4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/7/97
JD

ARTICLES OF INCORPORATION

OF

THE KELLEY GROUP, INC.

EFFECTIVE DATE
4/7/97

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be THE KELLEY GROUP, INC., located at 12773 W. Forest Hill Blvd., West Palm Beach, FL 33414.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

FILED
APR - 4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 No. Flagler Drive, 18th Floor, West Palm Beach, FL 33401.

The name of the initial registered agent of this corporation at that address is JERALD S. BEER, ESQ..

ARTICLE VI
Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

J. THOMAS KELLEY

13307 Polo Club Road
Wellington, FL 33414

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

EFFECTIVE DATE

ARTICLE VII
Subscriber/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

JERALD S. BEER

**515 No. Flagler Drive, 18th Floor
West Palm Beach, FL 33401**

ARTICLE VIII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

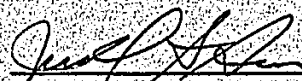
ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 10 day of April, 1997.


GERALD S. BEER

FILED
97 APR - 4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


GERALD S. BEER, ESQ.