

P97000048309

KEYSMART ENTERPRISES, INC.
Post Office Box 2998
Port Charlotte, FL 33949-2998

May 13, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Enclosed please find a Check Number 5180 in the amount of \$ 122.50
for payment of incorporation filing fees. Also enclosed are the
Articles of Incorporation for KEYSMART ENTERPRISES, INC.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Larry J. Musall
Larry J. Musall
President

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W97-11753

RECEIVED
DIVISION OF CORPORATIONS
MAY 16 1997

6/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

KEYSMART ENTERPRISES, INC.
ATTN: LARRY J. MUSALL
POST OFFICE BOX 2998
PORT CHARLOTTE, FL 33949-2998

SUBJECT: KEYSMART ENTERPRISES, INC.
Ref. Number: W97000011753

We have received your document for KEYSMART ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00027053

EFFECTIVE DATE

5/14/97

FILED
ON SECRETARY OF STATE
OFFICE OF THE CLERK

ARTICLES OF INCORPORATION
OF
KEYSMART ENTERPRISES, INC.

I (We), the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND DURATION

The name and address of the corporation shall be

KEYSMART ENTERPRISES, INC.
Post Office Box 2998
Port Charlotte, FL 33949-2998

This corporation shall have perpetual existence.

ARTICLE II

PURPOSES

The corporation is organized for the following purposes:

1. To engage in the service of retail food sales, and
2. To engage in or transact any other lawful trade or business.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE IV

CORPORATE STOCK

This corporation shall have an authorized capital of 100 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation shall be:

LARRY J. MUSALL

and the office of its initial registered agent shall be at:

1120 Aletha Avenue
Port Charlotte, FL 33948

ARTICLE VI

RESTRICTION ON TRANSFER OF STOCK

If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation to restrict transfer of the stock of the corporation, the corporation shall thereafter refuse to recognize

any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph; the term "transfer" includes any sale, assignment or pledge of stock of the corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

The corporation shall have a board of directors consisting of up to five directors. The name and address(es) of the initial director(s) of this corporation are:

LARRY J. MUSALL
Post Office Box 2998
Port Charlotte, FL 33949

VICKIE L. MUSALL
Post Office Box 2998
Port Charlotte, FL 33949

KUYLER KEFFER
Post Office Box 510928
Punta Gorda, FL 33951-0928

LORI L. KEFFER
Post Office Box 510928
Punta Gorda, FL 33951-0928

ARTICLE VIII

INCORPORATOR(S)

The name and address of the initial incorporator(s) are:

LARRY J. MUSALL
Post Office Box 2998
Port Charlotte, FL 33949

VICKIE L. MUSALL
Post Office Box 2998
Port Charlotte, FL 33949

KUYLER KEFFER
Post Office Box 510928
Punta Gorda, FL 33951-0928

LORI L. KEFFER
Post Office Box 510928
Punta Gorda, FL 33951-0928

ARTICLE IX

BY-LAWS

The power to make, alter, amend, and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th day of May, 1997.

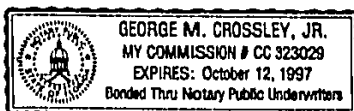
Larry J. Musall
Larry J. Musall

Vickie L. Musall
Vickie L. Musall

Kuyler Keffer
Kuyler Keffer

Lori L. Keffer
Lori L. Keffer

[Signature]



Vickie & Larry Musall
1120 Aletha Avenue NW
Pt Charlotte, FL 33948
(941) 624-5778 - Fax: (941) 624-2889

May 23, 1997

Ms Claretha Golden, Document Specialist
FLORIDA DEPARTMENT OF STATE - Division of Corporations
P O Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

This letter is to acknowledge that I hereby am familiar with and accept the duties and responsibilities as registered agent for "KEYSMART ENTERPRISES, INC.".

Thank you very much.

Sincerely,


Larry J Musall

Ref. Number: W97000011753
Letter Number: 597A00027053