

P97000055353
FELOS & FELOS, P.A.

ATTORNEYS AT LAW

380 MAIN STREET • SUITE 200
DUNEDIN, FLORIDA 34698

June 18, 1997

JAMES G. FELOS (1921-1995)
GEORGE J. FELOS
CONSTANCE M. FELOS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 23 AM 11:37
TELEPHONE (813) 736-5681
FACSIMILE (813) 736-5681

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

600002220496--4
-06/23/97--01177--017
*****70.00 *****70.00

Re: Keeping Sharp, Inc.

Dear Sirs:

Enclosed please find for filing Articles of Incorporation for the captioned corporation. Also enclosed is our trust check in the amount of \$70.00 to cover the filing fee and resident agent designation. Kindly mail an acknowledgment of filing to my above address.

Sincerely,

Constance Felos

Constance M. Felos

CMF/eg
Encls.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 23 AM 11:37

by
6/24

**ARTICLES OF INCORPORATION
OF
KEEPING SHARP, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
91 JUN 23 AM 11:37

The undersigned subscriber hereby forms a corporation under the laws of the State
of Florida.

ARTICLE I - NAME

The name shall be *KEEPING SHARP, INC.*

ARTICLE II - ADDRESS

The street address of the initial principal office of the corporation is 380 Main
Street, Suite 200, Dunedin, Florida, 34698, and the mailing address of the corporation is
the same.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business
permitted under the laws of the United States, the State of Florida or any other state,
country, territory or nation.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue
is 7,000, having \$1.00 par value per share.

ARTICLE V - STREET ADDRESS

The street address of the initial registered office of the corporation is 380 Main
Street, Suite 200, Dunedin, Florida, 34698, and the name of the initial registered agent at

that office is DENNY McCAUGHEY.

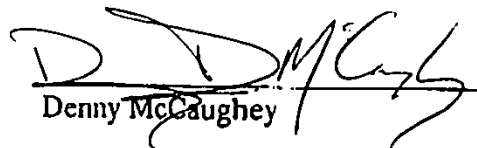
ARTICLE VI - INCORPORATOR

The name and address of the incorporator is DENNY McCAUGHEY, 380 Main Street, Suite 200, Duncdin, Florida, 34698.

ARTICLE VII - DIRECTOR

The name and address of the individuals who are to serve as the initial Directors are DENNY McCAUGHEY, 380 Main Street, Suite 200, Dunedin, Florida, 34698.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 30th day of May, 1997.


Denny McCaughey

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

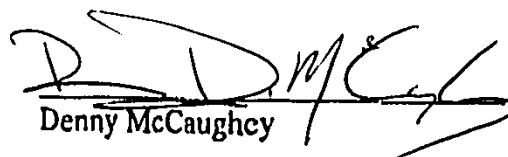
The foregoing instrument was acknowledged before me this 30th day of May, 1997, by DENNY McCAUGHEY, who is personally known to me, or who produced _____ as identification.



CONSTANCE J. McCAUGHEY
My Commission CC416470
Expires Oct. 23, 1998
Bonded by HAI
800-422-1555


Notary Public

I, DENNY McCAUGHEY, accept the designation as Registered Agent of **KEEPING SHARP, INC.**, and I am familiar with, and accept, the obligations of that position.


Denny McCaughey

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 11:38