

The Law Offices of Kevin M. Helmich

Acclaim Corporate Plaza
155 Crystal Beach Drive
Destin, Florida 32541

Kevin M. Helmich
*also licensed in Illinois

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July 16, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-07/18/97--01063--006
122.50 *122.50

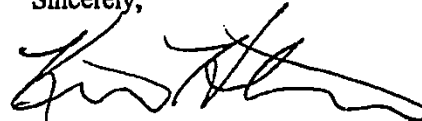
Re: Keebler Development, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

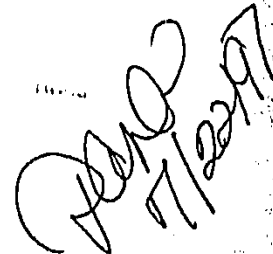
Sincerely,



KEVIN M. HELMICH
Attorney at Law

Enclosure: As stated
cc: Maria K. Keebler

FILED
97 JUL 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

KEEBLER DEVELOPMENT, INC.

FILED
97 JUL 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Keebler Development, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o The Law Offices of Kevin M. Helmich, 155 Crystal Beach Drive, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this Corporation is:

Maria Keebler, 12800 Edenbridge Ct., Jacksonville, FL 32223.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 12800 Edenbridge Ct., Jacksonville, Florida 32223.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Maria Keebler, as Trustee of the Meta Grace Keebler Trust, 12800 Edenbridge Ct., Jacksonville, FL 32223.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 14th day of July, 1997.

Maria Keebler, Trustee
Maria Keebler, as Trustee of the Meta
Grace Keebler Trust

STATE OF FLORIDA St. Johns
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Maria Keebler, as Trustee of the Meta Grace Keebler Trust, who either:

X produced FLA Drivers Licence K1416-513-61-528-2 as identification; or
_____ is personally known to me,

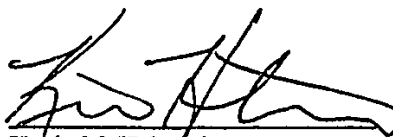
who did not take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 14th day of July, 1997.

Barbara Schulte Darnell
Notary Public
BARBARA SCHULTE DARNELL
Notary Public, State of Florida
My Comm. expires Aug. 29, 2000
Comm. No. CC581002

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for Keebler Development, Inc.



Kevin M. Helmich,
Initial Registered Agent

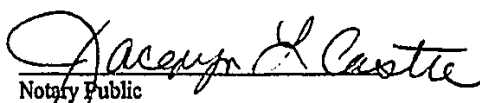
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Kevin M. Helmich, who either:

✓ produced _____ as identification; or
is personally known to me,

who did not take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 16th day of July, 1997.


Notary Public



JACQUELYN L. CASLE
My Comm Exp. 10/11/97
Bonded By Service Inc
No. 00322483
Tallahassee, FL 32301

FILED
97 JUL 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA