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LAW OFFICES

DARRYL J. TOMPKINS, P.A.

COASTAL TOWER • SUITE 820

2400 EAST COMMERCIAL BOULEVARD

FORT LAUDERDALE, FLORIDA 33308

DARRYL J. TOMPKINS

FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (954) 772-6111

FACSIMILE (954) 776-3833

Email: DJTompkins@aol.com

EFFECTIVE DATE
11-25-97

November 25, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

100002357981--5
-11/26/97--01077--014
****122.50 ****122.50

RE: KEITH & BALLBE' INVESTMENTS, INC.

Ladies/Gentlemen:

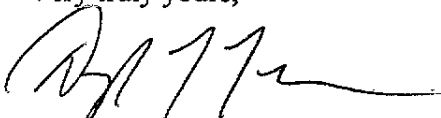
We enclose herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our firm's check in the amount of \$122.50 representing the following charges:

\$ 35.00	Filing Fee
52.50	Certified Copy of Articles
<u>35.00</u>	Registered Agent Fee
\$ 122.50	

Please return the certified copy of the Articles in the enclosed Federal Express envelope to the undersigned. Thank you.

Very truly yours,



Darryl J. Tompkins

DJT/kl

Enclosure

FILED
97 NOV 26 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ru 12/2/97

EFFECTIVE DATE

11-25-97

FILED

97 NOV 26 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KEITH & BALLBE' INVESTMENTS, INC.

ARTICLE I

NAME

The name of this corporation shall be KEITH & BALLBE' INVESTMENTS, INC., with its principal place of business at 1700 Northwest 64th Street, Suite 300, Fort Lauderdale, Florida 33309.

ARTICLE II

PURPOSE

The purpose or purposes for which this corporation is organized is the transaction of any and all lawful business within or outside of the United States of America.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any time shall be 500 shares of common stock of One Dollar (\$1.00) par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1700 Northwest 64th Street, Suite 300, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of this corporation at that address is CARLOS BALLBE'.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is:

Name	Address
Carlos Ballbe'	1700 Northwest 64th Street, Suite 300 Fort Lauderdale, Florida 33309

ARTICLE VI

SPECIAL PROVISIONS

Special provisions for the regulation of the business and the conduct of the affairs of this corporation are:

Section 1. The place and time for the annual meeting of the stockholders and the Board of Directors of this corporation shall be fixed by the By-Laws.

Section 2. Any meeting of the stockholders and the Board of Directors may be held either within or without the state of Florida.

Section 3. The officers of this corporation shall be such officers as the By-Laws may establish or as the Board of Directors may elect. Any one person may hold two of said offices.

Section 4. The By-Laws of this corporation shall be made by the Board of Directors and may be amended by the Board of Directors.

Section 5. The Board of Directors may set apart any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose and abolish any such reserve in the manner in which it was created.


Section 6. The original incorporator of this corporation shall have the right to, and may after the organization of same, assign and deliver such subscriptions of stock herein to any other person who may hereinafter, by assignment or other wise, become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all of the rights, liabilities and duties entailed by said subscriptions subject to the laws of the state Florida.

Section 7. Pursuant to Florida Statutes 607.167, the date that the corporate existence of this corporation shall commence is NOV. 25TH, 1997, this being the day of subscription and acknowledgment of the herein contained Articles of Incorporation.

Section 8. No contract or other transaction between this corporation or any other corporation shall be affected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a director or directors or officer or officers of such corporation, and any stockholders may individually or jointly be a party or parties to or may be

interested in any contract or transaction with this corporation, or in which this corporation shall be interested; and no contract or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any stock holder, or officer or officers of this corporation is a party, or are parties to, or are interested in such contract, or act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a stock holder or officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 25 day of November, 1997.



CARLOS BALLBE'

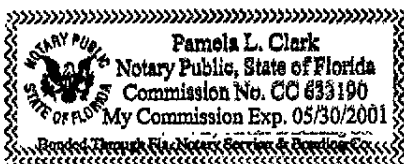
STATE OF FLORIDA

COUNTY OF BROWARD

PERSONALLY APPEARED before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, CARLOS BALLBE', who is personally known to me or who produced Driver's license as identification and who executed and subscribed to the foregoing Articles of Incorporation, and acknowledged before me the execution of the same for purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25 day of November, 1997.


Notary Public
Printed Name: PAMELA L. CLARK
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Designation as initial Registered Agent for the foregoing corporation is hereby acknowledged.



CARLOS BALLBE'

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA