

12/19/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KEY PERSONNEL, INC.

AUDIT NUMBER.....H97000020990

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

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ARTICLES OF INCORPORATION

OF

KEY PERSONNEL, INC.

ARTICLE I - NAME

The name of the corporation is: KEY PERSONNEL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, and may engage in any activity or business permitted under the laws of the United States and the State of Florida under Chapter 607, Florida Statutes, as now exists or as may be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of ONE (\$1.00) DOLLARS.

Prepared by:
ALISON L. GOODMAN, ESQ.
255 ALHAMBRA CIRCLE
SUITE 610
CORAL GABLES, FLORIDA 33134
FLA.BAR.NO.: 78867
(305) 774-6429

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 761 Mockingbird Lane, Plantation, Florida 33324 and the name of the initial registered agent of this corporation at that address is GARY R. MCKEIGHEN.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 761 Mockingbird Lane, Plantation, Florida 33324.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

GARY R. MCKEIGHEN
761 MOCKINGBIRD LANE
PLANTATION, FLORIDA 33324

KAREN E. GEORGE
761 MOCKINGBIRD LANE
PLANTATION, FLORIDA 33324

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: GARY R. MCKEIGHEN 761 MOCKINGBIRD LANE, PLANTATION, FLORIDA 33324.

ARTICLE IX - INDEMNIFICATION

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


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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 1997.


GARY R. MCKEIGHEN
INCORPORATOR

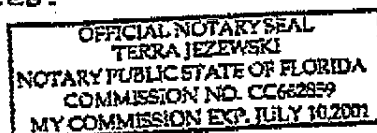
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GARY R. MCKEIGHEN, personally known by me or who provided FLA. DRIVERS L.C. as identification, to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 19th day of December, 1997.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

BE IT KNOWN THAT:

KEY PERSONNEL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named GARY R. MCKEIGHEN whose address is 716 MOCKINGBIRD LANE, PLANTATION, FLORIDA 33134, as its agent to accept service of process within Florida.

KEY PERSONNEL, INC.

BY: 
GARY R. MCKEIGHEN

ACCEPTANCE

Having been named to accept service of process for KEY PERSONNEL, INC, at 761 MOCKINGBIRD LANE, PLATATION, FLORIDA 33324, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


GARY R. MCKEIGHEN
REGISTERED AGENT

DATED this 19th day of December, 1997.

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