



THE UNITED STATES
CORPORATION
COMPANY

P97000107941

ACCOUNT NO. : 072100000032

REFERENCE : 648817 79818A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 648817-005

400002382144--6

CUSTOMER NO: 79818A

CUSTOMER: Ms. Linda Schumacher
TEW ZINOBER BARNES ZIMMET &
UNICE
2655 McCormick Drive
Clearwater, FL 33759

DOMESTIC FILING

NAME: KAY CONCEPTS, INC.

EFFECTIVE DATE: _

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:41

RECEIVED
97 DEC 24 AM 11:33
DIVISION OF CORPORATIONS

2-24-97
WS

ARTICLES OF INCORPORATION
FOR

KAY CONCEPTS, INC.

ARTICLE I - NAME

The name of this corporation shall be Kay Concepts, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Heidi Kay. The street address of the initial registered office of the corporation for service of process shall be 5471 Stallion Lake Drive, Palm Harbor, Florida 34685.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:41

the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation is:

Heidi Kay	5471 Stallion Lake Drive Palm Harbor, Florida 34685
-----------	--

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Heidi Kay	5471 Stallion Lake Drive Palm Harbor, Florida 34685
-----------	--

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be P.O. Box 4825, Palm Harbor, Florida 34685. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock

of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1997


Heidi Kay

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of December, 1997 by Heidi Kay, who is personally known to me or who has produced FL DL # K 000-337-65-841 (type of identification) as identification.

Jo Lynn Jorczak
Signature of Person Taking Acknowledgment

Jo Lynn Jorczak
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

CC520183
Notarial Serial Number

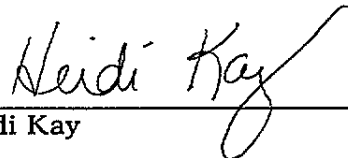
(NOTARY SEAL)



Jo Lynn Jorczak
MY COMMISSION # CC520183 EXPIRES
February 17, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Kay Concepts, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 23rd day of December, 1997.



Heidi Kay

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:41