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Original

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002401408-8
-01/15/98-01046-005
*****70.00 *****70.00

SUBJECT: KELLEY'S SUNCOAST ENTERPRISES, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of articles of incorporation and a check
for:

X 70.00

78.75

122.50

131.25

FROM: CHARLES W. KELLEY

Name (printed or typed)

2252 SEQUIA DRIVE

Address

CLEARWATER, FL 33763

City, State & Zip

(813) 669-8087

Daytime Telephone number

FILED
98 JAN 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSE

JAN 16 1998

598 2522

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

KELLEY'S SUNCOAST ENTERPRISES, INC.

The undersigned incorporation (s) , for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

FILED
98 JAN 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

KELLEY'S SUNCOAST ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2252 SEQUIA DRIVE
CLEARWATER, FL 33763

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

100 SHARES NON-PAR

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JAMES H. COLLIER SR.
1102 FUCHSIA DRIVE
HOLIDAY, FL 34691

ARTICLE V INCORPORATOR(S)

The name (s) and street address (s) of the Incorporator (s) to these Articles of Incorporation
is (are):

CHARLES WILLIAM KELLEY
2252 SEQUIA DRIVE
CLEARWATER, FL 33763

ZELDA ANN KELLEY
2252 SEQUIA DRIVE
CLEARWATER, FL 33763

The undersigned has (have) executed these Articles of Incorporation this

____ 12th ____ day of ____ JANUARY ____, 1998 ____

Charles W. Kelley Pres Signature/Title

Zelda A. Kelley V-Pres Signature/Title

____ Signature/Title

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

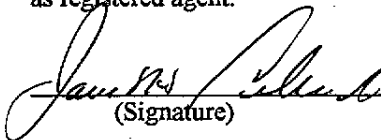
1. The name of the corporation is: KELLEY'S SUNCOAST ENTERPRISES, INC.

The name and address of the registered agent and office is:

JAMES H. COLLIER SR.
(Name)
1102 FUCHSIA DRIVE
(P. O. Box not acceptable)
HOLIDAY, FL 34691
(City/State/Zip)

FILED
98 JAN 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have been named as registered agent and to accept service of process for the aboved stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-12-98
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL