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February 11, 1998

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

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-02/12/98--01028--008
*****105.00 *****70.00


Re: Kelley Engineering, Inc.
Kelley Engineering Wind-Down, Inc.

Dear Sir/Madam:

Enclosed are the original Articles of Amendment to Articles of Incorporation of Kelley Engineering, Inc. changing its name to Kelley Engineering Wind-Down, Inc. Also enclosed are Articles of Incorporation to form a new corporation using the name Kelley Engineering, Inc. (Thus the old corporation is changing its name and a new corporation is being formed using the old corporation's former name.) Also enclosed is a consent to Use of Name and our check in the amount of \$105.00. Please file the enclosed in your usual fashion.

Please call me if you have any questions or comments.

Sincerely,


Steven M. Chamberlain

Dmc
2/16/98

Enclosures

FILED
98 FEB 12 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-10-98

CONSENT TO USE OF DECEPTIVELY SIMILAR NAME

Kelley Engineering Wind-Down, Inc. hereby consents to the use of the deceptively similar name Kelley Engineering, Inc. by the Florida corporation of such name.

Kelley Engineering Wind-Down, Inc.

By: 

Jerome Kelley, President

February 10, 1998

EFFECTIVE DATE
2-10-98

ARTICLES OF INCORPORATION OF
KELLEY ENGINEERING, INC.


FILED

98 FEB 12 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the corporation is: KELLEY ENGINEERING, INC.
2. Purpose. The corporation may engage in any legal business.
3. Stock. The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is 500 shares of class A common capital stock with no par value and 500 shares of class B common capital stock with no par value. Class A stock shall be voting stock and class B stock shall be nonvoting stock. The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder before being notified of the transfer or levy on such shares.
4. Existence. The corporation shall have perpetual existence. The corporation shall commence existence on February 10, 1998.
5. Registered Agent. The initial street address in the State of Florida of the initial registered office of the proposed corporation is 2202 NW 12th Street, Gainesville, FL and the name of its initial registered agent at such address is Jerome Kelley.
6. Location. The business location and mailing address is 2202 NW 12th Street, Gainesville, FL 32609 FL 326 09.
7. Management. Business of the corporation shall be managed by the stockholders.
8. Incorporator. The name and address of the person signing these Articles of Incorporation as incorporator is as follows: Jerome Kelley, 2202 NW 12th Street, Gainesville, FL 326 09.

The undersigned, being the original incorporator and registered agent hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, that the undersigned is familiar with and accepts the duties and obligations as registered agent for said corporation and accordingly, has executed this document on this 10 day of February, 1998.


Jerome Kelley, Incorporator
and Registered Agent