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HEATHER RICHMOND  
4920 WEST ATLANTIC AVENUE, SUITE 200  
DELRAY BEACH, FL 33445  
TELEPHONE (561) 496-6699 \* FAX (561) 496-6618

March 12, 1998

Via U.S. Certified Mail  
Return Receipt #P314 406 677

Division of Corporations  
Florida Department of State  
PO Box 6327  
Tallahassee, FL 32314

Tel (904) 488-9000

Attention: New Filings Section

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-03/18/98--01100--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: *Key Realty, Inc.*, a Florida corporation to be formed

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for *Key Realty, Inc.*, along with our payment for filing fees in the amount of \$122.50.

Kindly return the "filed" copy to:

Key Realty, Inc.  
4920 West Atlantic Avenue, Suite 200  
Delray Beach, FL 33445

Thank you in advance for your prompt handling of this request.

Sincerely,

*Heather Richmond*  
Heather Richmond

FILED  
98 MAR 18 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/3-20-98

**ARTICLES OF INCORPORATION  
OF  
KEY REALTY, INC.**

FILED  
98 MAR 18 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, has executed the following document as Incorporator of the above Corporation, a corporation organized under the Laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determined in accordance with the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

Key Realty, Inc.

**ARTICLE II**

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

4920 West Atlantic Avenue, Suite 200  
Delray Beach, FL 33445

**ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of One Dollar (\$1.00).

Unless otherwise stated in these Articles, there shall be only one call of stock for this corporation.

**ARTICLE IV**

The name and address of the initial registered agent is:

|          |  |
|----------|--|
| Name:    | Heather Richmond   |
| Address: | 4920 West Atlantic Avenue, Suite 200<br>Delray Beach, FL 33445 |

## ARTICLE V

The corporation shall commence existence upon the filing of these Articles of Incorporation by the Florida Department of State and shall have perpetual existence.

## ARTICLE VI

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Transact any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, broker and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or in any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute Section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, otherwise dispose of, and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations,

and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State;

To elect or appoint officers and agents of the corporation and define their duty and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation of the Laws of the State of Florida;

To make donations to the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who may incur damages by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute Section 607.014;

## **ARTICLE VII**

The initial Board of Directors shall consist of a total of one (1) person(s). The name and address of the person(s) who are to serve as directors are as follows:

|          |  |
|----------|--|
| Name:    | Heather Richmond   |
| Address: | 4920 West Atlantic Avenue, Suite 200<br>Delray Beach, FL 33445 |

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of March, 1998.

Heather Richmond  
Heather Richmond

State of Florida  
County of Palm Beach

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Heather Richmond, who is known to me or who has produced the following identification: FL DL and she executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16 day of March, 1998.



Shirley Wichner  
Notary Public

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Section 607.0501, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida:

The name of the Corporation is:

Key Realty, Inc.

The name and address of the Registered Agent and Office is:

Name: Heather Richmond  
Address: 4920 West Atlantic Avenue, Suite 200  
Delray Beach, FL 33445

Having been named as Registered Agent and to accept service or process for the above 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

Heather Richmond  
Heather Richmond

DATE

3/16/98

FILED  
98 MAR 18 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA