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ATTORNEYS AT LAW
**COHN COHN
& SINGER**
A PROFESSIONAL ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:46

VANESSA NEGRON COHN
RONALD BRUCE COHN
GILBERT M. SINGER

April 27, 1998

JOHN G. BIANCO III
MICHAEL S. TAYLOR

Division of Corporations
ATTN: Doris Brown
P.O. Box 6327
Tallahassee, 32314

EFFECTIVE DATE

4/27/98

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*****70.00 *****70.00

RE: Chris the Keyman, Inc.

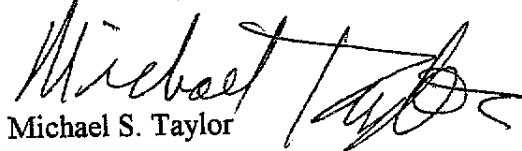
Dear Doris:

Enclosed, please find the articles of incorporation on the above referenced matter. I have signed these articles as the corporation's incorporator. As discussed, you are already in receipt of the signed acceptance by registered agent. Please let me know if you will require anything further. Thank you for your assistance.

Very truly yours,

COHN, COHN, SINGER, BIANCO,
& HENDRIX, P.A.

Michael S. Taylor



MST/
Enclosure

D. BROWN APR 29 1998

REPLY TO: POST OFFICE BOX 3424 • TAMPA, FLORIDA 33601-3424

705 WEST AZEELE STREET • TAMPA, FLORIDA 33606 • TELEPHONE (813) 254-1400 • FACSIMILE (813) 254-5324 • E-MAIL CCSLAW@GATE.NET

ARTICLES OF INCORPORATION

OF

CHRIS THE KEYMAN, INC.

EFFECTIVE DATE
4-30-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:46

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

CHRIS THE KEYMAN, INC.

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be Chris Johnson, and the initial registered office shall be at

14607 Grenadine Drive, Suite 5, Tampa, Florida 33613. The principal office and mailing address of the Corporation is.

Chris the Keyman, Inc.
14607 Grenadine Drive
Suite 5
Tampa, Florida 33613

6. BOARD OF DIRECTORS

The initial Board of Directors shall have member whose name and address is as follows:

Chris Johnson
14607 Grenadine Drive
Suite 5
Tampa, Florida 33613

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is Michael S. Taylor, Esquire, whose address is 705 West Azeele Street, Tampa, Florida 33606.

8. SHAREHOLDER' PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares of from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

27th In witness thereof, the undersigned incorporator has executed these Article of Incorporation this day of April, 1998.


MICHAEL S. TAYLOR, ESQUIRE

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation were acknowledged before me this _____ day of April, 1998, by Michael S. Taylor, who is personally known to me **OR** has produced a Florida driver's license as identification.

Notary Public - State of Florida at Large
My commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process at, Chris the Keyman, Inc., 14607 Grenadine Drive, Suite 5, Tampa, Florida 33613, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

A handwritten signature in black ink, appearing to read 'Chris Johnson', written over a horizontal line.

Chris Johnson
Registered Agent