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April 15, 1998

Secretary of State
Division of Corporations
Tallahassee, Florida 32304

Re: Kelly Builders, Inc.

600002502036--7
-04/28/98--01007--024
****150.00 ****150.00

Dear Sirs:

Enclosed find the following:

1. Articles of Incorporation
2. Registered Agent Designation
3. Filing fees of \$150.00

Please send me verification of the registration of this corporation at your earliest convenience. Thank you.

Sincerely yours,



L. Edgar Barnhill III, Esq.

FILED
98 APR 28 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 30 1998

**ARTICLES OF INCORPORATION
OF
KELLY BUILDERS, INC.**

FILED
98 APR 28 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

KELLY BUILDERS, INC.

The address of the principal office of this corporation shall be 21179 Sweetwater Lane, Boca Raton, Florida 33428.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 21179

Sweetwater Lane, Boca Raton, Florida 33428, and the name of the initial registered agent of the corporation at that address is TIMOTHY R. KELLY.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially, the name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

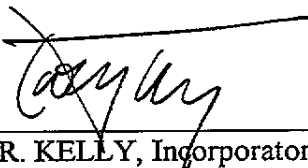
TIMOTHY R. KELLY	21179 Sweetwater Lane
Pres./Sec./Dir.	Boca Raton, Florida 33428

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

TIMOTHY R. KELLY
21179 Sweetwater Lane
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 17th day of March, 1998.


TIMOTHY R. KELLY, Incorporator and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

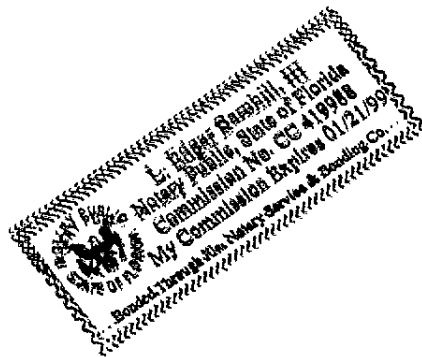
SS.:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared TIMOTHY R. KELLY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

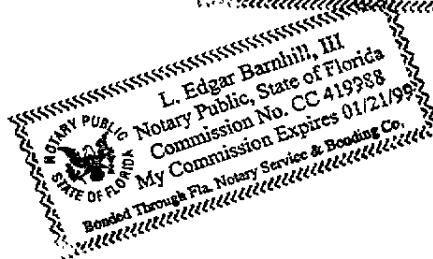
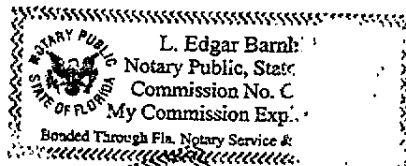
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of March, 1998.

L. Edgar Barnhill, III

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



My Commission Expires:



CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

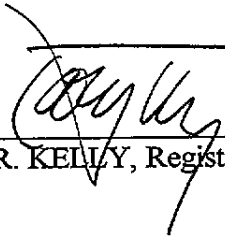
WITNESSETH:

That KELLY BUILDERS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Florida, has named TIMOTHY R. KELLY, located at 21179 Sweetwater Lane, Boca Raton, Florida 33428, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 17th day of March, 1998.


TIMOTHY R. KELLY, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA