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REPLY TO:

June 23, 1998

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*****78.75 *****78.75

Mr. Pat Delaney
5299 39th Street South
St. Petersburg, Florida 33711

Re: Kel-Day Sales, Inc. *4*

Dear Mr. Delaney:

Enclosed herewith are the Articles of Incorporation which Ms. Armstrong needs to review and then sign in the presence of a notary public. Upon her execution of the Articles, please forward the original and one copy, as well as your check in the amount of \$78.75 payable to the Department of State, with the enclosed letter in the envelope provided. Upon processing these items, the Department of State will send the certificate of incorporation to us which we will then forward to you.

Also enclosed is my invoice for preparation of these Articles. Please advise if you have any questions.

Sincerely,

GIBBS & PARNELL, P.A.



THOMAS E. PARNELL

FILED
98 JUL -2 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEP/lms
Enclosures

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ARTICLES OF INCORPORATION
OF
KEL-DAY SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KEL-DAY SALES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL- PLACE OF BUSINESS

The principal place of business of this corporation shall be 5299 39th Street South, St. Petersburg, Florida 33711.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5299 39th Street South, St. Petersburg, Florida 33711. The name of the initial registered agent of this corporation is BARBARA L. ARMSTRONG.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President and
Director:

BARBARA L. ARMSTRONG

ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which

the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation and the number of shares taken is as follows:

BARBARA L. ARMSTRONG
5299 39th Street South
St. Petersburg, Florida 33711

1,000 shares

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the corporation may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions of any shareholders agreement in effect at that time.

ARTICLE XII - CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by

giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - 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 from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 26 day of June, 1998.

Barbara L. Armstrong
BARBARA L. ARMSTRONG

Incorporator
5299 39th Street South
St. Petersburg, FL 33711

98 JUL -2 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF ~~DADE~~
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The foregoing instrument was acknowledged before me this 26th day of JUNE, 1998 by BARBARA L. ARMSTRONG as President and Director of KEL-DAY SALES, INC., on behalf of the corporation, who is personally known to me or produced the following as identification: FLORIDA DRIVER'S LICENSE.

(S E A



Linda Kasprzyk
Notary Public - Signature

Having been named as Registered Agent to accept service of process for KEL-DAY SALES, INC., at 5299 39th Street South, St. Petersburg, Florida 33711, I 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.

Barbara L. Armstrong
BARBARA L. ARMSTRONG

Registered Agent