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LAW OFFICE OF

JO CLAIRE SPEAR, P.A.

877 EXECUTIVE CENTER DRIVE W., SUITE 303
ST. PETERSBURG, FLORIDA 33702
PHONE (813) 578-0454 • FAX (813) 579-1202

August 26, 1998

VIA UPS OVERNIGHT MAIL
TRACKING # A324 124 605 6

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

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation for--
Kell Estates Development, Inc.

Dear Clerk:

Enclosed is an original and one (1) copy of the executed Articles of Incorporation for KELL ESTATES DEVELOPMENT, INC. Please endorse your approval of the Articles on the duplicate copy provided and return same to me in the enclosed postage-paid envelope, together with a Certificate of Status.

Article II of the Articles provides that the commencement date for the Corporation is the date of filing.

A check in the amount \$78.75 is enclosed to cover the filing fee of \$35.00, the Registered Agent fee of \$35.00, and \$8.75 for the Certificate of Status.

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents. Thank you for your assistance.

Sincerely,


Jo Claire Spear
Enclosures

cc: Mr. & Mrs. R.W. Caldwell, III
Mr. Raymond J. Kearney, Jr.

8.21.98
AM

FILED
98 AUG 27 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KELL ESTATES DEVELOPMENT, INC.

98 AUG 27 PM 1:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME AND INITIAL PRINCIPAL OFFICE

The name of this Corporation is Kell Estates Development, Inc.
The address of the Corporation is 1635-B Royal Palm Drive,
Gulfport, Florida 33707.

ARTICLE II
DURATION

This Corporation shall have perpetual existence, commencing as
of the date of filing these Articles of Incorporation.

ARTICLE III
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the
laws of the State of Florida.

To generally have and exercise all powers, rights and
privileges necessary, suitable, convenient or proper for the
accomplishment of any of the purposes or the attainment of any or
all of the objects hereinbefore enumerated or incidental to the
purposes and powers herein named or for the enhancement of the
value of any property of the corporation or which at any time
appear conducive thereto or expedient.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner
dissolved in accordance with the laws of the State of Florida. The
date on which corporate existence shall begin is the date on which
these Articles of Incorporation are filed with the Secretary of
State of the State of Florida.

ARTICLE V
CAPITAL STOCK

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

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Jo Claire Spear, Esquire and the street address of the initial registered office of the Corporation is 877 Executive Center Drive West, Suite #303, St. Petersburg, Florida 33702.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided by the Bylaws, but shall never be less than one (1). The name and address of the initial member of the Board of Directors of this Corporation is:

Jo Claire Spear	877 Executive Center Drive W. Suite #303 St. Petersburg, FL 33702
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Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VIII
**AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS**

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of this Corporation. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by an affirmative vote of the holders of a majority of the shares entitled to vote thereon. Further, the power to adopt, alter, amend or repeal Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

ARTICLE IX
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

Jo Claire Spear
877 Executive Center Drive West
Suite #303
St. Petersburg, FL 33702

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 26th day of August, 1998.


Jo Claire Spear, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA


COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JO CLAIRE SPEAR, 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 26th day of August, 1998.




Ernest L. Mascara
MY COMMISSION # CC697464 EXPIRES
March 19, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


ERNEST L. MASCARA, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.: CC 697464
My commission expires:

(Notary Seal)

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.


Jo Claire Spear, Registered Agent
Date: August 26, 1998

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FILED
98 AUG 27 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA