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Office Administrator

EFFECTIVE DATE
9.23.98

PLEASE REPLY TO
FT. LAUDERDALE OFFICE

September 28, 1998

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-09/29/98--01052--013
****122.50 ****122.50

VIA FED EX

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: INCORPORATION OF KELLY SEA CREATIONS, INC.
Property Address: 991 EAST OAKLAND PARK BLVD.
FORT LAUDERDALE, FL 33334
Our File No.: 988500

To Whom It May Concern:

Enclosed you will find two Original Articles of Incorporation for the above referenced corporation. We have enclosed a check in the amount of \$122.50 for the filing of a certificate of Key Sea Creations, Inc.

Thank you. Your attention to this matter is greatly appreciated.

Very truly yours,



Lorraine Vanella
Legal Assistant for
the Firm

lv
Enc.

FILED
28 SEP 29 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10TH FLOOR
66 WEST FLAGLER STREET
CONCORD BUILDING
MIAMI, FLORIDA 33130

SUITE 315
2200 CORPORATE BLVD, N.W.
BOCA RATON, FLORIDA 33431

TRNV 12 #118A44
BOGOTA, COLOMBIA
637-3436/637-3458
FAX 637-3424

OFICINA NO. 312
TORRE U
AV. NACIONES UNIDAS 1084, Y AMAZONAS
QUITO, ECUADOR
TEL (5932) 462 085/108/113, FAX (5932) 442 866

AV. PAULISTA, 807-2-CJS-221/5
SAO PAULO, BRAZIL
TEL (011) 285-2311, FAX (011) 251-1323

BY APPOINTMENT ONLY AT EACH LOCATION

9-30-98
5

**ARTICLES OF INCORPORATION
OF
KELLY SEA CREATIONS, INC.**

EFFECTIVE DATE
9-23-98

FILED
98 SEP 29 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **KELLY SEA CREATIONS, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence, effective September 23, 1998.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 S.E. 9th Street, Fort Lauderdale, Florida 33316 and the name of the initial Registered Agent of the Corporation at that address is **Carlos J. Reyes, Esq.**

ARTICLE VI

INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 991 E. Oakland Park Blvd., Fort Lauderdale, Florida 33334.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and address of the initial director of the Corporation is:

NAME

ADDRESS

Tom Caporaso

991 E. Oakland Park Blvd.

Fort Lauderdale, Florida 33334

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is: **Tom Caporaso, 991 E. Oakland Park Blvd., Fort Lauderdale, Florida 33334.**

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation can be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of September, 1998.

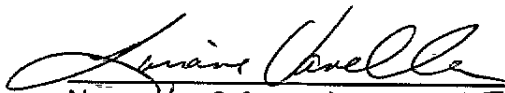


TOM CAPORASO
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

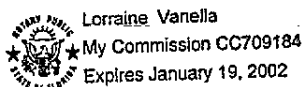
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared **TOM CAPORASO**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23rd day of September, 1998.



Name: LORRAINE VANELLA
Commission No.: CC709184
Notary Public
State of Florida at Large

My commission Expires: 01/19/02



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of **KELLY SEA CREATIONS, INC.**, as made in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: 9/23/98

By: 
CARLOS J. REYES, ESQ.
Registered Agent

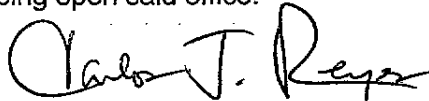
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **KELLY SEA CREATIONS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named **Carlos J. Reyes, Esq.** of 200 S.E. 9th Street, Fort Lauderdale, Florida 33316, as agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.


CARLOS J. REYES, ESQ.

CJR\ALLFORMS\CORP\ARTINC

FILED
98 SEP 29 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA