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Peter Makris
2110 Drew Street
Clearwater, FL 33765

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Nov. 16, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly Yours,



Peter Makris

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/1/98

ARTICLES OF INCORPORATION

OF

KAYLEE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

KAYLEE, INC.

The principal place of business of this corporation shall be: 2110 DREW ST., CLEARWATER, FL 33765.

The mailing address of this corporation shall be: 2110 DREW ST., CLEARWATER, FL 33765.

ARTICLE II. NATURE OF BUSINESS

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock have \$1.00 per value per share.

ARTICLES IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ATICLE V. OFFICERS DIRECTORS

This corporation is to have two directors and one officer, initially. The name and street address of the initial directors and officer who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

***Ralph James Cerminara
President***

***2110 Drew St.
Clearwater, FL 33765***

***Mark Muson
Director***

***2110 Drew St.
Clearwater, FL 33765***

ARTICLE VI. INCORPORATOR

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

Ralph James Cerminara

***2110 Drew St.
Clearwater, FL 33765***

IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 13 day of NOVEMBER 1998.

Signature of Incorporator

X Ralph James Cerminara
Incorporator

STATE OF ~~FLORIDA~~ PENNSYLVANIA

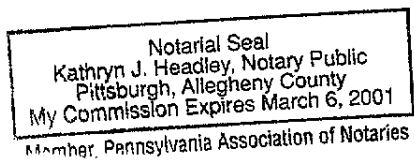
COUNTY OF ~~PINELLAS~~ ALLEGHENY

THE FOREGOING instrument was acknowledged and sworn to before me this 13 day of NOVEMBER, 1998, by RALPH JAMES CERMINARA of KAYLEE, INC.

Notary Public

Kathryn J. Headley

My Commission Expires: _____



CERTIFICATE DESIGNATING

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

KAYLEE, INC.

2. The name and address of the registered agent and office is:

Name: RALPH JAMES CERMINARA

Address: 2110 DREW STREET

City: CLEARWATER

State: FLORIDA

Zip: 33765

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE

Ralph James Cerminara
(Corporate Officer)

TITLE: PRESIDENT

DATE: NOV. 13, 1998

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 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.

SIGNATURE

Ralph James Cerminara
DATE: NOV. 13, 1998