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December 3, 1998

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

9000002701719--4
-12/03/98--01051--016
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the ARTICLES OF INCORPORATION and a check in the amount of \$78.50 for filing fees for the following entity:

LARRY KELLEY REALTY, INC.

Please call Beth Herzog at 222-7717, when the documents are ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/srd
Enclosure
GHRCORP/GHR.10

RECEIVED
98 DEC -3 PM 12:00

TALLAHASSEE, FLORIDA
SECRETARY OF STATE
98 DEC -3 PM 4:03

FILED

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(850) 222-7717

DEC 03 1998

ARTICLES OF INCORPORATION OF
LARRY KELLEY REALTY, INC.

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

FILED
98 DEC -3 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

LARRY KELLEY REALTY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1120 Park Avenue
Orange Park, FL 32073-3154

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of stock, at \$1.00 par value.

ARTICLE IV - PAYMENT OF STOCK

All the stock of the corporation may be paid for in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor, or services may be purchased and paid for with capital stock of this corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

There shall be no shareholders pre-emptive right to purchase any new or additional shares of the corporation, whenever issued by

the corporation, whether sold for cash, or issued for other consideration, and whether the same kind, class or series which a shareholder already owns.

ARTICLE V - CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE VI - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have no more than five (5) directors. The number of directors may be increased or decreased from time to time by amendment of the By-laws of the corporation by the Board of Directors, but shall never be less than one (1). The number constituting the initial Board of Directors of the corporation is one (1), and the name(s) and address(es) of the person(s) who will serve initially is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| Lawrence A. Kelley, III | 12503 Grafton Court Jacksonville, FL 32246 |

ARTICLE VIII - PURPOSE OF INCORPORATION

This corporation is incorporated for the purposes of operating a real estate business and other related services, and such other lawful business as might be properly determined by the Board of Directors.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lawrence A. Kelley, III
12503 Grafton Court
Jacksonville, FL 32246

ARTICLE X - INCORPORATOR

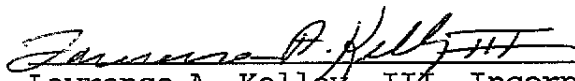
The name and street address of the incorporator(s) to these Articles of Incorporation is(are):

Lawrence A. Kelley, III
12503 Grafton Court
Jacksonville, FL 32246

ARTICLE XI - AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereinafter prescribed by law of the State of Florida, and all rights conferred upon shareholders herein are subject to this reservation.

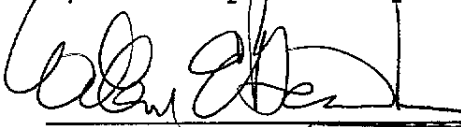
The undersigned incorporator(s) has executed these Articles of
Incorporation this 24th day of November, 1998


Lawrence A. Kelley, III, Incorporator

STATE OF FLORIDA

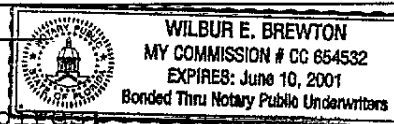
COUNTY OF DUVAL

Sworn to and subscribed before me this 24th day of November,
1998, by Lawrence A. Kelley, III, who is personally known to me and
who did take an oath.



Notary Public

Commission Expires



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

LARRY KELLEY REALTY, INC.

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

Lawrence A. Kelley, III
12503 Grafton Court
Jacksonville, FL 32246

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Lawrence A. Kelley, III

Date: 11-24-1998.

cdg/corp/kelley/articles.doc

FILED
98 DEC -3 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA