

P99000003636

ACCOUNTING
ADVANTAGE
ASSOCIATES, P.A.

210 East Monument Ave.
Kissimmee, Florida 34741
(407) 846-4008 Office
(407) 870-5510 Fax

December 11, 1998

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

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

RE: Kelly Outdoor, Inc.

Dear Sirs,

Enclosed are two originals of the Articles of Incorporation for the above-named company as well as a check for \$78.75 for the filing fee and certified copy fee. Please process and return to the above address.

Sincerely,

Phyllis A. Elam

Accounting Advantage Associates, P.A.

TD/pe

FILED
99 JAN 11 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-4-99

Becky Minervino GAVE
AUTHORIZATION BY PHONE TO
CORRECT *of. date*
DATE 11-13-99
DOC. EXAM CB

CB
1-13-99

ARTICLES OF INCORPORATION

OF

Kelly Outdoor, Inc.

EFFECTIVE DATE
1-4-99

KNOWN ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE I
NAME**

The name of the Corporation shall be Kelly Outdoor, Inc.

**ARTICLE II
EFFECTIVE DATE**

The date of corporate existence shall be January 4, 1999.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which may be issued by this Corporation is One Thousand (1000) shares of common stock, zero (\$0.00) par value.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of the Corporation is entitled to full preemptive rights to purchase any unissued shares of stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued shares of stock; provided, however, each shareholder will have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE V
DURATION**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
PRINCIPAL OFFICE**

The mailing and principal office of this Corporation shall be
4756 Quemar Dr., Kissimmee, FL 34746

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the Corporation. The Corporation shall have one (1) Director initially. The name and street address of the member of the first Board of Directors of this Corporation, who shall hold office until his successor is elected and qualified, is:

NAME	ADDRESS
Irvin Kelly	4756 Quemar Dr., Kissimmee, FL 34746

**ARTICLE VIII
OFFICERS**

The officers of the Corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made thereto, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

The name and address of the initial officers of this corporation, who shall hold office until their successors are elected and qualified are:

NAME	TITLE	ADDRESS
Irvin Kelly	President/Secretary/Treasurer	4756 Quemar Dr., Kissimmee, FL 34746

ARTICLE IX ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.
3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto.
4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.
7. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation; provided, however, that any amendment to Article IV shall require approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE X INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XI RELATED PARTY TRANSACTIONS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, Director or officer, or are members, stockholders, Directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract of transaction of this Corporation shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or parties to, or are interested in such contract, act or association of corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII REGISTERED AGENT AND OFFICE

The registered agent shall be Irvin Kelly, and the registered office address for the above named registered agent is 4756 Quemar Dr., Kissimmee, FL 34746.

**ARTICLE XIII
INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is Irvin Kelly, 4756 Quemar Dr., Kissimmee, FL 34746.

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of December 1998.



Irvin Kelly, Incorporator

FILED
99 JAN 11 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

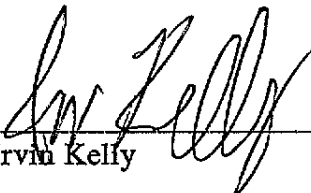
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 48.091, 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.

That Kelly Outdoor, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Irvin Kelly, 4756 Quemar Dr., Kissimmee, FL 34746, as its agent to accept service of process within this state.

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

Dated: 12-18, 1998



Irvin Kelly