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LAW OFFICE OF
DAVID E. DAVIS, P.A.
ATTORNEY AT LAW

304 South Willow Avenue
Tampa, Florida 33606-2147

Telephone: (813) 253-3602
Telefax: (813) 250-9501

February 15, 1999

Florida Department of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

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-02/18/99--01004--006
****122.50 *****78.75

Subject: **ARTICLES OF INCORPORATION OF
KELKAT, INC.**

To the Division of Corporation:

I am enclosing herewith an original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for the above-subject Corporation, along with a attorney check in the amount of **\$122.50** to cover the costs of the incorporation based on the following:

Filing Fee....	35.00
Certified Copy....	52.50
Designation of Registered Agent....	<u>35.00</u>
Total Costs....	\$122.50

FILED
FEB 17 PM 12:05
CLERK OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-15-99

I would appreciate your filing the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for the above-subject Corporation, certifying the enclosed copy and returning same to this office at the address stated at the top of this letter.

Sincerely,



David E. Davis
Attorney at Law

Enclosures:

P. Hall

FEB 18 1999



ARTICLES OF INCORPORATION
OF
KELKAT, INC.

FILED
99 FEB 17 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-15-99

I, the undersigned incorporator, hereby make, acknowledge, and adopt the following Articles of Incorporation and file same with the Department of State, Division of Corporations, of the State of Florida for the purpose of forming a Corporation under the Florida Business Corporation Act.

ARTICLE I - NAME:

The name of this corporation shall be stated as follows:

Kelkat, Inc.

ARTICLE II - PRINCIPLE OFFICE:

The principle office of this corporation shall be as follows:

**38936 ALSTON AVENUE, City of ZEPHYRHILLS, County of
PASCO, State of FLORIDA**

The mailing address of this corporation shall be as follows:

**38936 ALSTON AVENUE
ZEPHYRHILLS, FLORIDA 33540**

The Board of Directors may, from time to time, move the principle office and change the mailing address of this corporation to any other place or address as they may deem desirable.

ARTICLE III - PURPOSE:

The purpose or purposes for which the Corporation is organized is to transact and conduct business as follows:

(a) To form any type of business including but not limited to agricultural services, forestry, fishing, construction, finance, insurance, manufacturing, printing, publishing, mining & mineral extraction, real estate, personal services, professional services, business services, retail trade - selling, wholesale trade - selling, transportation, communications, public utilities, and other related and similar services and business; to consult in the application, operation and leasing therewith; to deal in all materials, supplies and services as well as all parts and things used in connection therewith; to act as

a sales agent, broker manufacturer's representative and/or grant franchises and/or licenses (pursuant to applicable law) relating to the sale and/or distribution of all goods or services; to carry on other business in connection with any and all of the foregoing, or calculated, directly or indirectly, to enhance the value of the property or the rights of the Corporation; to engage in all investment opportunities and enterprises of any nature whatsoever, whether related to the foregoing or not; to provide all facilities and services incidental to or in connection with any and all of the foregoing; to acquire, develop, hold, manage operate and sell both real and personal property wheresoever situate, and to make all contracts and to do all things proper, incidental or conducive to complete attainment of any and all said purposes;

(b) To contract with others to the same extent as natural persons might or could do to perform any and all acts necessary in or related to the aforesaid business activities and to carry on any other business, whether directly in the fields above stated or not, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated, directly or indirectly, to enhance the value of or render profitable any of the Corporation's property rights; or which will enhance or be conducive to the operation of the said Corporation, including any enterprise conducted thereby;

(c) To have one or more offices in and buy, sell, hold, mortgage, convey, lease or otherwise dispose of real or personal property, including franchises, patents, trade-marks, copyrights, and licenses in the State of Florida and in all other states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payments of corporate indebtedness as required;

(d) To purchase the business assets of any other corporation or business enterprises and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of any bonds, securities or other evidences of indebtedness created by any other corporation organized under the Business Corporation Act of the State of Florida or under the laws of any government, and, while the power thereof, to exercise all rights, powers and privileges thereunto appertaining;

(e) To do any and all things hereinbefore enumerated for itself or on the account of others,

and to make, enter into and perform contracts for doing any thereof; to do any and all things hereinbefore enumerated to the same extent as natural persons might or could do; and to transact any, operate any, or otherwise engage in all lawful businesses for which corporations may be organized under the Business Corporation Act of the State of Florida;

(f) The foregoing enumeration of the objects, purposes and powers of the Corporation is not intended and shall not be construed to or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and the Corporation shall have and exercise all other powers, rights and privileges granted under the Business Corporation Act of the State of Florida now in force or by the amendment or amendments thereto.

ARTICLE IV - CAPITAL STOCK:

The total number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is as follows:

**FIVE THOUSAND (5,000) SHARES OF COMMON STOCK
HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER
SHARE.**

The capital stock may be purchased by payment in lawful money of these United States of America and/or in property, labor or services of just valuation, not less than the par value of said stock, to be fixed by the Board of Directors of this Corporation. All said shares of stock shall be fully paid and non-assessable. Subject to the provisions of the Business Corporation Act of the State of Florida, this corporation may enter into contracts with any party, natural or otherwise, including its shareholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said stockholders, on such terms and conditions as may be necessary to insure the success of any such contractual relations and/or agreements, stock options, and stock purchase agreements by and between the shareholders of the Corporations and/or by and between the shareholders and the Corporation and may make the capital stock of this Corporation subject to the terms and provisions of any agreement or agreements, provided only that this corporation shall not purchase or redeem any of its capital stock in such a manner as to reduce the aggregate amount of the assets of this Corporation, at a fair and just

valuation, below an amount sufficient to equal the par value of all remaining outstanding stock of the Corporation, plus all other liabilities of the Corporation, and provided further that no such purchase or redemption shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding, and provided further that shares of stock so purchased or redeemed by this Corporation may be held in the treasury of the Corporation subject to re-issue for sufficient consideration by the Board of Directors of this Corporation, and provided further that shares of stock so held by this Corporation as treasury stock may be retired by the Board of Directors of this Corporation provided that no such retiring of treasury stock shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding.

ARTICLE V - NO NEED FOR ACTUAL STOCKHOLDER MEETING:

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual or special meeting of stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting stockholders by (among other methods) mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.

ARTICLE VI - DIRECTORS:

The initial Board of Directors of this Corporation shall consist of **one (1)** director(s) and the name(s) and address of the persons who shall serve as director(s) until the first annual meeting of stockholders or until their successors, or themselves, can be elected and qualified are as follows:

**TALMADGE A. GRIFFIN 38936 ALSTON AVENUE
ZEPHYRHILLS, FLORIDA 33540**

The number of directors may be increased or diminished, from time to time, pursuant to the By-Laws of this Corporation, as adopted by its stockholder(s).

No contract or other transaction between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this Corporation is or are interest in or a director or directors or officers of such other corporations, and

any director or directors, individually or jointly may be a party or parties to or may be interest in any such contract or transaction of the Corporation, or in which the corporation is interest, and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from his contracting with this Corporation for the benefit of himself or any other firm, association or corporation in which he may be in anyway interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any subsidiary or controlled corporation.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS:

The name of the initial registered agent and address of the initial registered office are as follows:

**TALMADGE A. GRIFFIN 38936 ALSTON AVENUE
ZEPHYRHILLS, FLORIDA 33540**

The undersigned incorporator to these Articles of Incorporation so desiring to organize the afore-named Corporation under the Business Corporation Act of the State of Florida, with the principal offices as above indicated in Article II hereof, has named the above named registered agent as its agent to accept service of process within the State of Florida.

ARTICLE VIII - INCORPORATOR:

The name and address of the incorporator to these Articles of Incorporation are as follows:

**DAVID E. DAVIS 304 South Willow Avenue
Tampa, Florida 33606-2147**

ARTICLE IX - TERM:

This Corporation is to exist perpetually or until dissolved by due process of law.

ARTICLE X - EFFECTIVE DATE:

The effective date of incorporation shall be on **February 15, 1999**, a date that is within five

(5) business days prior to the date of filing these Articles of Incorporation.

ARTICLE XI - AMENDMENTS:

These Articles of Incorporation may be amended in the manner provided by the Business Corporation Act of the State of Florida. Every amendment shall be approved by the Board of Directors and approved at a stockholder's meeting.

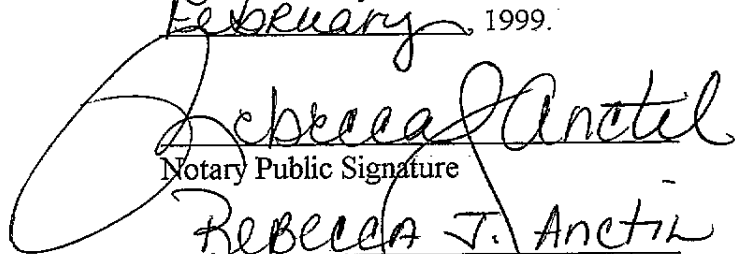
IN WITNESS WHEREOF, the undersigned, an incorporator of the above-named Corporation, has hereunto signed and executed these Articles of Incorporation on this 15th day of February, 1999.


DAVID E. DAVIS, INCORPORATOR

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

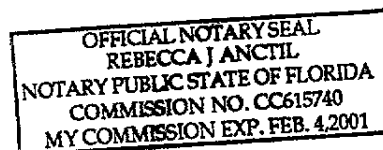
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **DAVID E. DAVIS**, an incorporator to the foregoing Articles of Incorporation of **KELKAT, INC.**, known to me to be the person described in the foregoing instrument, that I relied upon the following form of identification of the above-named person: personally known, that an oath was taken, and I having first made known to him/her the contents of these Articles of Incorporation, he/she did acknowledge that he/she signed, sealed and delivered said Articles of Incorporation as his voluntary act and deed, and that the facts herein stated are truly set forth.

I WITNESS my hand and official seal in the County and State last aforesaid on this 15th day of February, 1999.


Notary Public Signature

Rebecca J. Ancil
Printed name of Notary Public

[Notary Public Stamp:]



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
KELKAT, INC.**

FILED
99 FEB 17 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered agent and registered office, in the State of Florida:

KELKAT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF ZEPHYRHILLS, COUNTY OF PASCO, STATE OF FLORIDA, HAS NAMED **TALMADGE A. GRIFFIN** AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND HAS DESIGNATED ITS REGISTERED OFFICE TO BE LOCATED AT **38936 ALSTON AVENUE, ZEPHYRHILLS, FLORIDA 33540**.

KELKAT, INC.

By: 

Dated: 2-15-99

DAVID E. DAVIS

Title: Incorporator for the above said corporation

**REGISTERED AGENT'S CERTIFICATE OF
ACCEPTANCE OF SERVICE OF PROCESS**

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Dated: 2-15-99

TALMADGE A. GRIFFIN, as Registered Agent for the above said corporation