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MICHAEL L. BREWER

ATTORNEY AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 24, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: DEB-KEL, INCORPORATED

500002789855--5  
-03/01/99--01015--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is Brewer, P.A. Trust Account check number 7199 made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) for the following:

1. Filing Fee	\$ 35.00
2. Certificate of Registered Agent	\$ 35.00
3. Certified copy of Corporate Charter	<u>\$ 52.50</u>
Total	\$122.50

Upon filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Should you have any questions, please feel free to call.

Sincerely,



Michael L. Brewer, Esq.

MLB/mlv  
Enclosures

P Hall

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ARTICLES OF INCORPORATION

OF

DEB-KEL, INCORPORATED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is DEB-KEL, INCORPORATED.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT  
AND PRINCIPAL OFFICE

The street address of the initial principal office and registered office of this corporation is 504 North Dixie Freeway, New Smyrna Beach, Florida 32168 and the name of the initial registered agent of this corporation at that address is DEBRA DUFFY.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
KELLY SCHAEFER	810 Oakview Drive New Smyrna Beach, FL 32169
DEBRA DUFFY	132 Young Street Port Orange, Florida 32127

ARTICLE VIII - INCORPORATORS

The names and addresses of the person signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
KELLY SCHAEFER	810 Oakview Drive New Smyrna Beach, FL 32169
DEBRA DUFFY	132 Young Street Port Orange, Florida 32127

ARTICLE IX INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of February, 1999.

  
DEBRA DUFFY

  
KELLY SCHAEFER


STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by DEBRA DUFFY and KELLY SCHAEFER, who are personally known to me or who have produced driver's licenses as identification.



Michelle L. VanLancker  
MY COMMISSION # CC680661 EXPIRES  
October 31, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

 (SEAL)  
Printed Name: Michelle VanLancker  
Notary Public  
Commission # CC680661  
My commission expires: 10/31/01

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
AGENT UPON WHOM PROCESS MAY BE SERVED.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- DEB-KEL, INCORPORATED, desiring to organize under the  
laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation at City of New Smyrna  
Beach, County of Volusia, State of Florida, has named DEBRA DUFFY,  
located at 504 North Dixie Freeway, City of New Smyrna Beach,  
County of Volusia, State of Florida, as its agent to accept service  
of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:



DEBRA DUFFY

Filing Fee \$35.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA