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Attorney at Law

30 North Ring Avenue, Suite 400
Tarpon Springs, Florida 34689

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Office: 727-943-9551
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April 6, 1999

VIA CERTIFIED MAIL/RETURN RECEIPT

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

400002837184--3
-04/12/99--01148--008
****122.50 *****78.75

Re: **Keys Group** of *Pinellas County, Inc.*

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$122.50 for the filing fee, registered agent fee and charter tax.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: _____

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

Barbara GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art 2*
DATE *4-23-98*
DOC. EXAM *BA*

want original receive date

FILED
99 APR 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 23 1999

W99-8799



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 14, 1999

GEORGE N KLIMIS, ESQUIRE
30 N RING AVE, SUITE 400
TARPON SPRINGS, FL 34689

SUBJECT: KEYS GROUP OF FLORIDA, INC.
Ref. Number: W99000008799

We have received your document for KEYS GROUP OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 199A00018730

FILED

99 APR 12 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KEYS GROUP OF PINELLAS COUNTY, INC.

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **KEYS GROUP OF PINELLAS COUNTY, INC.** The address of the principal office of this corporation shall be 811 South Disston Avenue, Tarpon Springs, Florida 34689, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

Name

Address

JAMES B. WARREN

**811 South Disston Avenue
Tarpon Springs, Florida 34689**

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
GEORGE N. KLIMIS	30 North Ring Avenue, Suite 400 Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: 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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of April, 1999.



GEORGE N. KLIMIS

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 1st day of April, 1999,
by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

sign: Barbara A. Curtis
print: Barbara A. Curtis
Notary - State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 1st day of April, 1999.



GEORGE N. KLIMIS

FILED
99 APR 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA