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LAW OFFICES

WADE R. BYRD, P.A.

350 ROYAL PALM WAY, SUITE 409

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 832-6929

TELEFAX (561) 832-9066

WADE R. BYRD, P.A.

MICHEL BYRD ELLIS \*

\* MEMBER OF NEW YORK AND FLORIDA BAR

HARRY W. STEWART, JR.

(1907-1988)

July 2, 1999

Department of State  
Division of Corporations  
Attention: Florida Filing  
P.O. Box 6327  
Tallahassee, FL 32314

6000002923556--5  
-07/06/99--01004--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Keyword, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Keyword, Inc., which Articles include the designation and acceptance of the registered agent. Please file the original and return a certified copy of the Articles of Incorporation to Wade R. Byrd, Esquire, at the address set forth above. Enclosed please also find a check in the amount of \$122.50 made payable to the Department of State to cover the \$35.00 filing fee, \$35.00 registered agent fee, and \$52.50 certified copy fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

  
WADE R. BYRD

WRB:fwf  
Enclosures

TALLAHASSEE, FLORIDA

1999 JUL -6 AM 10:16

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1999 JUL -6 AM 10:16

**ARTICLES OF INCORPORATION**

**OF**

**KEYWORD, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is KEYWORD, INC.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the State of Florida and the United States of America. Further, the corporation shall operate as a Subchapter "S" corporation under applicable tax laws.

**ARTICLE IV**

The corporation shall have authority to issue 100 shares of non-assessable common stock having a par value of \$1.00 per share.

**ARTICLE V**

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

**ARTICLE VI**

The initial street address of the initial principal office of the corporation is: 13860 Wellington Trace, Number 12, Suite 527, Wellington, Florida 33410 and the initial mailing address is: 13860 Wellington Trace, Number 12, Suite 527, Wellington, Florida 33410. The name of the initial registered agent is WILLIAM KEY and

his address is 13860 Wellington Trace, Number 12, Suite 325, Wellington, Florida 33410.

#### ARTICLE VII

The name and address of the incorporator is William Key and his address is 13860 Wellington Trace, Number 12, Suite 325, Wellington, Florida 33410.

#### ARTICLE VIII

The business of this corporation shall be managed and its corporate powers exercised by a board of one or more directors, who shall be of full age and at least one director shall be a citizen of the United States. The director or directors need not be stockholders. The initial board of directors shall consist of one director.

#### ARTICLE IX

The first board of directors shall be constituted of the following directors:

William Key  
Carole Wilson

#### ARTICLE X

Neither the stockholders, directors, officers nor agents of said corporation shall be personally liable for debts or obligations of the corporation.

#### ARTICLE XI

Except as may be otherwise provided in the by-laws, any annual or other meeting of stockholders may be held either within or without the State of Florida, and any stockholder may waive notice of any meeting, either before or after the meeting.

**ARTICLE XII**

These Articles of Incorporation may be amended in any manner provided by law.

**ARTICLE XIII**

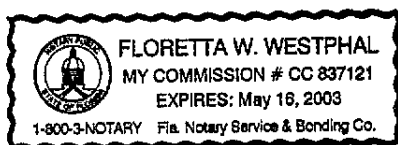
The undersigned, being all of the subscribers of the Articles of Incorporation of KEYWORD, INC., makes and files these Articles, hereby certifying that the facts herein stated are true, that he is sui juris and over the age of twenty-one (21) years and is a citizen of the United States and that accordingly he has hereunto set his hand and seal this 2nd day of July, 1999.

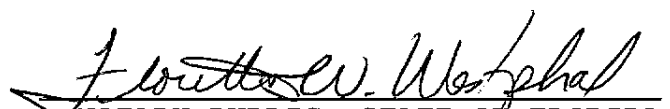
  
WILLIAM KEY

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH     )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared WILLIAM KEY, personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 2nd day of July, 1999.



  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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

First - KEYWORD, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 13860 Wellington Trace, Number 12, Suite 527, Wellington, Florida 33410, County of Palm Beach, State of Florida, has named WILLIAM KEY located at 13860 Wellington Trace, Number 12, Suite 527, Wellington, Florida 33410, as its agent or 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: William Key  
WILLIAM KEY  
as Resident Agent

TALLAHASSEE, FLORIDA

1999 JUL -6 AM 10:17

FILED