



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 309502 82563A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizut

ORDER DATE : July 16, 1999

ORDER TIME : 10:09 AM

ORDER NO. : 309502-005

600002933636-3

CUSTOMER NO: 82563A

CUSTOMER: Gregory L. Gresham, Esq
GREGORY L. GRESHAM, ESQ
GREGORY L. GRESHAM, ESQ
Suite 10
7777 131st Street, North
Seminole, FL 33776

RECEIVED
99 JUL 16 PM 12:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: KAYBRO ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PN 7/16/99

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KAYBRO ENTERPRISES, INC.

ARTICLE I

NAME: The name of this corporation is

KAYBRO ENTERPRISES, INC.

ARTICLE II

DURATION: This corporation shall have perpetual duration.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 10,000 shares of one class of shares at a value of \$1.00 per share, which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder, upon the issue or sale of any new shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI

CORPORATION PRINCIPAL OFFICE: The principal office address and the mailing address of this corporation are:

11307 -114th Terrace, Apt. A
Largo, FL 33778

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of this corporation are:

Ralph S. Kay, Jr.
11307 -114th Terrace, Apt. A
Largo, FL 33778

ARTICLE VIII

INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Director Name	Address
Ralph S. Kay, Jr.	11307 -114 th Terrace, Apt. A Largo, FL 33778
Kris A. Kay	11307 -114 th Terrace, Apt. A Largo, FL 33778

ARTICLE IX

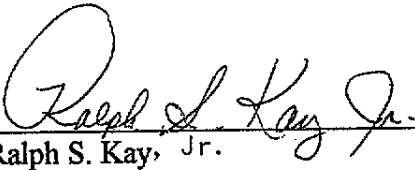
INCORPORATOR: The name and address of the persons signing these Articles is:

Ralph S. Kay, Jr.
11307 -114th Terrace, Apt. A
Largo, FL 33778

ARTICLE X

BYLAWS: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders. The Board of Directors shall not have the power to alter, amend or repeal any bylaw adopted by the shareholders, if the shareholders shall so designate in adopting, altering or amending a Bylaw.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of July, 1999.



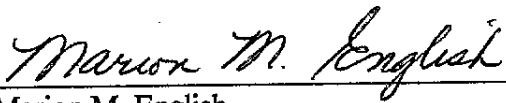
Ralph S. Kay, Jr.

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 14th day of July, 1999, by Ralph S. Kay, Jr. who personally appeared before me at the time of notarization, and who is personally known to me

NOTARY PUBLIC - STATE OF FLORIDA



Sign: 
Print: Marion M. English
Address: 7777 - 131st Street N., Suite 10
Seminole, FL 33776

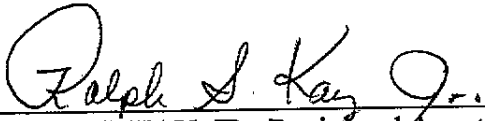
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That KAYBRO ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 11307 – 114th Terrace, Apt. A, Largo, FL 33778, has named RALPH S. KAY, JR., located at 11307 – 114th Terrace, Apt. A, Largo, FL 33778, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



RALPH S. KAY, JR., Registered Agent

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TALLAHASSEE, FLORIDA