



THE UNITED STATES  
CORPORATION  
COMPANY

521-1000  
PP9000077531  
FILED

99 AUG 31 AM 11:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 359043 6471A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : ~~\$ 78.75~~

96.25 - Per Janine Lazzarini

ORDER DATE : August 30, 1999

ORDER TIME : 5:43 PM

ORDER NO. : 359043-005

CUSTOMER NO: 6471A

CUSTOMER: Ms. Susan Neiswender Black  
MATEER & HARBERT, P.A.  
MATEER & HARBERT, P.A.  
P. O. Box 2854

900002974209--6

Orlando, FL 32802-2854

DOMESTIC FILING

NAME: KELSO HOLDING COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING - 3 COPIES

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 8/31/99 ✓

RECEIVED  
99 AUG 31 AM 9:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**KELSO HOLDING COMPANY, INC.**

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99 AUG 31 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this Corporation is KELSO HOLDING COMPANY, INC.

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$0.01 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 7814 Pine Haven Court, Orlando, Florida 32819. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 7814 Pine Haven Court, Orlando, Florida 32819, and the name of the Corporation's initial registered agent to receive service of process is Patrick Kelso.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Sole Director is:

<u>Name</u>	<u>Address</u>
Patrick Kelso	7814 Pine Haven Court Orlando, Florida 32819

ARTICLE VI

The name and address of the subscriber is Patrick Kelso, 7814 Pine Haven Court, Orlando, Florida 32819.

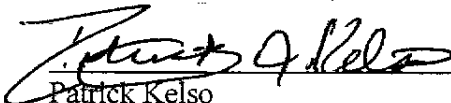
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

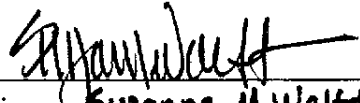
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: August 24<sup>th</sup>, 1999.

  
Patrick Kelso

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me on August 24<sup>th</sup>, 1999, by Patrick Kelso, as Subscriber of KELSO HOLDING COMPANY, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Drivers License (type of identification) as identification and did (did not) take an oath.

  
Name: Suzanne M. Wolff  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

March 11, 2003



Suzanne M. Wolff  
MY COMMISSION # CC816614 EXPIRES  
March 11, 2003  
BONDED THRU TROY FAIR INSURANCE, INC

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

FILED  
99 AUG 31 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That KELSO HOLDING COMPANY, INC. desiring to organize under the laws of the State  
of Florida, with its principal office, as indicated in the Articles of Incorporation at 7814 Pine Haven  
Court, Orlando, Florida 32819, Orange County, State of Florida, has named Patrick Kelso as its  
agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the  
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.

  
Patrick Kelso  
(Registered Agent)