

P488880/5640

February 12, 1998

Department of State
PO Box 6327
Tallahassee FL 32314

RE: KelTam Inc.

000002431720--8
-02/16/98--01099--009
***131.25 ***131.25

Dear Sir:

Enclosed with this letter are our Articles of Incorporation for KelTam Inc.
We would like the corporation to be effective as of February 12, 1998.
Enclosed you will find a check for \$131.25 to cover the filing fees, certified
copy and certificate.

Sincerely,


Dennis Verzera
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 2:55

VERZERA
118 Palm Crossing Blvd.
Panama City FL
32408

EFFECTIVE DATE
2-12-98

2-17-98
WS

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 2:55

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

1. The name of the corporation is KelTam Inc.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 1000 shares of common stock having a par value of \$1.00 per share.
5. The address of its initial registered office is:

118 Palm Crossing Blvd.
Panama City Beach, Fl., 32408

The Registered Agent is Dennis Verzera.

6. The number of directors may be from time to time fixed by the shareholders. The number of directors constituting its initial Board of Directors is two, whose name and address is as follows:


Dennis Verzera
118 Palm Crossing Blvd
Panama City Beach Fl 32408

Linda Verzera
118 Palm Crossing Blvd
Panama City Beach Fl 32408

EFFECTIVE DATE
2-12-98

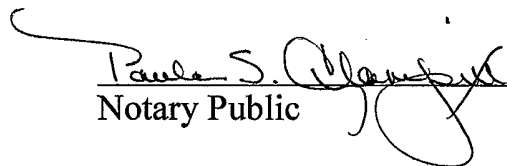
7. The Corporation's principal office along with the Incorporator is as follows:

Dennis Verzera
118 Palm Crossing Blvd.
Panama City Beach, FL., 32408
8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the corporation.
13. This corporation shall commence its existence on this, the 12th day of February 1998, as agreed upon by all shareholders.


Dennis Verzera

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Dennis Verzera, personally appeared, well known to me to be the person described herein and who executed the foregoing instrument and acknowledged to and before me that he executed the same. Witness my hand and official seal this 12th day of February 1998.


Notary Public



PAULA S CLAMPITT
My Commission CC441244
Expires Feb. 23, 1999
Bonded by HAI
800-422 1555

CERTIFIED DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.

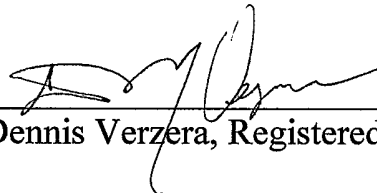
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

First – KelTam Inc., desiring to organize under the laws of the State of
Florida with it's principal office as indicated in the Articles of Incorporation,
at City of Panama City Beach, County of Bay, State of Florida, has named
Dennis Verzera, 118 Palm Crossing Blvd., Panama City Beach, Florida,
32408 as its registered agent to accept services of process with this State.

ACKNOWLEDGEMENT

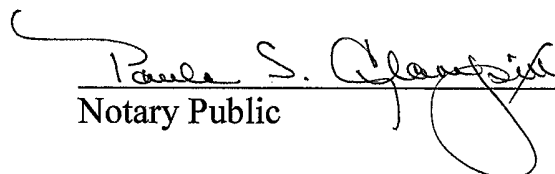
Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said office.



Dennis Verzera, Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Dennis Verzera, personally appeared,
well known to me to be the person described herein and who executed the
foregoing instrument and acknowledged to and before me that he executed
the same. Witness my hand and official seal this 12th day of February
1998.



Notary Public



PAULA S CLAMPITT
My Commission CC441244
Expires Feb. 23, 1999
Bonded by HAI
800-422 1555