

TRANSMITTAL LETTER

PO2000107033

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Kohler Capital Management II, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: Christopher Werner  
Name (Printed or typed)

P.O. Box 216  
Address

Kohler WI 53044  
City, State & Zip

920-207-0100  
Daytime Telephone number

300008126333--4  
-10/01/02--01038--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

02 OCT -1 AM 9:31  
FILED  
STATE DEPT OF STATE  
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

Bm 10/4

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Kohler Capital Management II, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

P.O. Box 216  
Kohler WI 53044

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Business Development Company

**ARTICLE IV SHARES**

The number of shares of stock is:

50,000,000 common shares - no par 10,000,000 preferred shares - no par

**ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)**

The name(s), address(es) and title(s):

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Dessie McEnerney  
1918 Manchester Circle  
Naples, FL 34109

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Christopher Werner  
P.O. Box 216  
Kohler, WI 53044

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

*Dessie McEnerney*  
\_\_\_\_\_  
Signature/Registered Agent

*09/26/02*  
\_\_\_\_\_  
Date

*Christopher Werner*  
\_\_\_\_\_  
Signature/Incorporator

*9-26-02*  
\_\_\_\_\_  
Date