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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

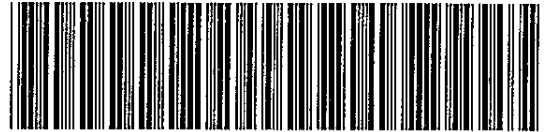
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Special Instructions to Filing Officer:

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46009

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600043384756

EFFECTIVE DATE
01-01-05

12/16/04--01029--001 **78.75

DEPARTMENT OF STATE
FILING OFFICE

04 DEC 16 AM 9:25

FILED

1-31-05

JEFFREY S. SCHELLING, P.A.

Attorney at Law
2240 Trade Center Way
Naples, Florida 34109
Telephone (239) 591-8508
Fax (239) 591-0439

December 9, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: K & M Holdings, Inc.

Gentlemen:

Enclosed please find the following items relating to the above-referenced corporation:

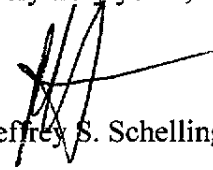
1. Original and one copy of the Articles of Incorporation;
2. Check made payable to the Florida Secretary of State in the amount of Seventy-eight Dollars and Seventy-Five Cents (\$78.75) for the following:

A.	Filing Fee	\$ 35.00
B.	Certified copy of Articles	8.75
C.	Designation of Registered Agent	<u>35.00</u>
	Total	\$ 78.75

NOTE, Please file these articles for an effective date of January 1, 2005.

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Jeffrey S. Schelling

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 16, 2004

JEFFREY S. SCHELLING, P.A.
2240 TRADE CENTER WAY
NAPLES, FL 34109

SUBJECT: K & M HOLDINGS, INC.
Ref. Number: W04000046009

We have received your document for K & M HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you want an effective date of January 1, 2005, then it must be stated in your articles. (SEE ARTICLE XI)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 004A00070146

ARTICLES OF INCORPORATION

OF

K & M HOLDINGS GROUP OF SOUTHWEST FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

K & M HOLDINGS GROUP OF SOUTHWEST FLORIDA, INC.

The principal place of business of this corporation shall be:

C/O Jeffrey S. Schelling, P.A.
2240 Trade Center Way
Naples, Florida 34109

FILED
04 DEC 16 AM 9:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
01-01-05

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, territory or nation.

ARTICLE III. TERM OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE V. REGISTERED AGENT

The initial registered office of the corporation shall be:

Jeffrey S. Schelling, P.A.
As Registered Agent for K & M Holdings Group of Southwest Florida, Inc.
2240 Trade Center Way
Naples, Florida 34109

and the name of the initial registered agent shall be:

Jeffrey S. Schelling, P.A.
As Registered Agent for K & M Holdings Group of Southwest Florida, Inc.
2240 Trade Center Way
Naples, Florida 34104

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors, who shall hold office for the first year of existence of this corporation, or until a successor is elected or appointed and has qualified, whichever occurs first, are set forth below:

Gregory Wilk
2240 Trade Center Way
Naples, Florida 34109

ARTICLE VII. ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Jeffrey S. Schelling
2240 Trade Center Way
Naples, Florida 34109

ARTICLE IX. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

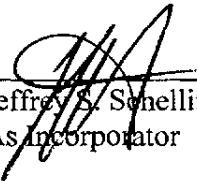
ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain Amendment of the Articles of Incorporation be made.

ARTICLE XI. EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be January 1, 2005.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21st day of December, 2004.




Jeffrey S. Schelling
As Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25th day of December, 2004, by Jeffrey S. Schelling, who is personally known to me [] or who has produced satisfactory evidence of identification.


 Gail M. Weernink
My Commission DD212886
Expires May 18, 2007


Notary Public
GAIL M. WEERNINK
Typed Name of Notary Public
My commission expires:
known
Type of Identification

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

Jeffrey S. Schelling, P.A.
Attorneys at Law
As Registered Agent for
K & M Holdings Group of
Southwest Florida, Inc.
2240 Trade Center Way
Naples, Florida 34109


By Jeffrey S. Schelling
FL Bar No. : 899630