

Division of Corporations

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**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : MOMBACH, BOYLE & HARDIN, P.A.  
Account Number : 074143000064  
Phone : (954)467-2200  
Fax Number : (954)467-2210

**FLORIDA PROFIT CORPORATION OR P.A.****KEISER BACCEUS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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| Page Count            | 04      |
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**ARTICLES OF INCORPORATION**  
**OF**  
**KEISER BACCHUS, INC.**

**ARTICLE I**

The name of the corporation is KEISER BACCHUS, INC. The principal business address or mailing address of the corporation is: 1900 W. Commercial Boulevard, Suite 180, Fort Lauderdale, Florida 33309.

**ARTICLE II**

The corporation shall have perpetual existence.

**ARTICLE III**

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

**ARTICLE IV**

The corporation is authorized to issue seven thousand five hundred (7,500) shares of capital stock at the par value of One Dollar (\$1.00) each.

**ARTICLE V**

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394, and the name of the initial registered agent of the corporation at that address is Conrad J. Boyle.

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**ARTICLE VI**

The corporation elects to have preemptive rights in favor of the shareholders.

**ARTICLE VII**

The corporation shall have initially one (1) director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation are:

Arthur Keiser  
1900 W. Commercial Boulevard  
Suite 180  
Fort Lauderdale, Florida 33309

**ARTICLE VIII**

The name and address of the incorporator signing these Articles is:

Conrad J. Boyle  
500 East Broward Boulevard  
Suite 1950  
Fort Lauderdale, Florida 33394

**ARTICLE IX**

There shall be no imposition of personal liability on shareholders of the corporation for the debts or obligations of the corporation.

**ARTICLE X**

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders in such manner as shall be set forth in the By-Laws. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be

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altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

#### ARTICLE XI

The corporation shall indemnify any officer or director, for actions in their corporate capacity, to the full extent permitted by law.

#### ARTICLE XII

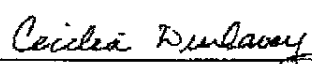
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

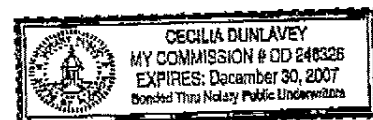
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
CONRAD J. BOYLE

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February, 2005, by CONRAD J. BOYLE, who ☒ is personally known to me or who ☐ has produced a Florida driver's license as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:  
Commission Number:

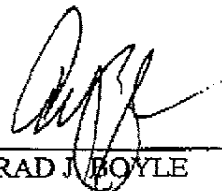


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I, CONRAD J. BOYLE, hereby accept the designation of Registered Agent for service of process upon KEISER BACCHUS, INC., a corporation within the State of Florida, pursuant to Florida Statutes 607.0501. I am familiar with and accept the obligations of that position.

DATED this 14<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
CONRAD J. BOYLE

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