

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P9500026366

ACCOUNT NO. : 072100000032

REFERENCE : 571066 146727A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 3, 1995

ORDER TIME : 9:31 AM

ORDER NO. : 571066

CUSTOMER NO: 146727A

CUSTOMER: Mr. Robert Dixon
PETER Z. KAMENESH, ESQ

Suitem-103 Grand Bay Plaza
2665 South Bayshore Drive
Miami, FL 33133

8000001445908
04/03/95-01010-024
****122.50 ****122.50

FILED
95 APR -3 PM 3:54:55
SECRETARY OF STATE
TALLAHASSEE, FL 32301
REC-1120
APR 19 1995

DOMESTIC FILING

XXX

428-30 Holding, Inc.

NAME: ~~KALCO, INC.~~

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

W95 7/17/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KALKO, INC.
Ref. Number: W95000007173

We have received your document for KALKO, INC. and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00015010

ARTICLES OF INCORPORATION
OF
428-30 HOLDING, INC.

FILED
95 APR -3 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is 428-30 HOLDING, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Robert Dixon,
2665 So. Bayshore Drive
Suite M-103
Coconut Grove, Florida 33133

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Robert Dixon
2665 So. Bayshore Drive
Suite M-103
Coconut Grove, Florida 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Robert Dixon

President/Secretary/Treasurer

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 2665 So. Bayshore Drive, Suite M-103,

Coconut Grove, Florida 33133.

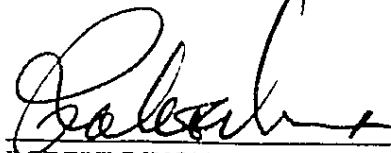
ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Robert Dixon

2665 So. Bayshore Drive
Suite N.-103
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of March, 1995.



ROBERT DIXON, SUBSCRIBER

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert Dixon, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of March, 1995.

NOTARY PUBLIC, STATE OF FLORIDA

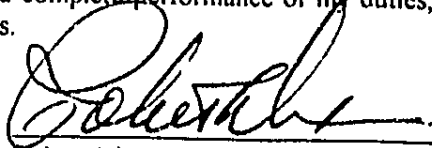
Commission Stamp, Seal or Expiration Date:

OFFICIAL NOTARY SEAL
KELLI E MASSARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC284981
MY COMMISSION EXP. JUNE 22, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: March 31, 1995


Robert Dixon, as REGISTERED AGENT

...ARTICLES.331

FILED
95 APR -3 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA