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August 28, 1995

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Secretary of State
Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: KM ENTERPRISES OF SARASOTA, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

- \$ 35.00 - Filing Fee
- 52.50 - One Certified Copy
- 35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
Corporate Legal Assistant

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cf 9/5/95

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ARTICLES OF INCORPORATION OF
KM ENTERPRISES OF SARASOTA, INC.

Article I - Name

The name of this corporation is KM Enterprises of Sarasota, Inc.

Article II - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 N. Washington Blvd., #1, Sarasota, FL 34236.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota, FL 34236 and the name of the initial registered agent of this corporation at that address is Nevin A. Weiner.

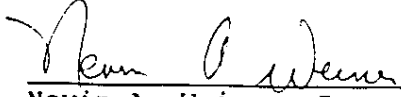
Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Nevin A. Weiner, 46 North Washington Blvd., #1, Sarasota, FL 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is Nevin A. Weiner, 46 North Washington Blvd., #1, Sarasota, FL 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of August, 1995.



Nevin A. Weiner, Incorporator

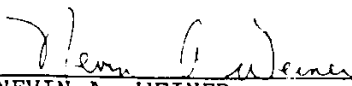
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**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, NEVIN A. WEINER, having a street address of 46 North Washington Boulevard, #1, Sarasota, FL 34236, having been appointed by the directors of KM ENTERPRISES OF SARASOTA, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota, FL 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


NEVIN A. WEINER

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