

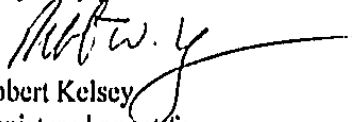
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 APR - 1 PM 6:05
TALLAHASSEE, FLORIDA

Please find enclosed our check in the amount of \$122.50 to cover Incorporation and franchise fees for K & W Insurance Associates II, Inc.

Very truly yours,



Robert Kelsey
Registered agent for
K & W Insurance Associates II, Inc.

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-04/02/96--01087--020
****122.50 ****122.50

CERTIFICATE OF INCORPORATION

FOR

K & W Insurance Associates II, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

FILED
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TALLAHASSEE, FLORIDA

Article I

The name of the corporation shall be K & W Insurance Associates II, Inc. and located at 11225 SW 152 St, Miami, Fl 33157.

Article II

The corporation shall have perpetual existence.

Article III

The general nature of business to be transacted by the corporation shall be . . . but not limited to . . . sales of insurance products

Article IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time, shall be 1000 shares @ \$1.00 par value.

Article V

The initial registered office of the Corporation shall be:
11225 SW 152 St
Miami, Fl 33157
and the initial registered agent of the corporation shall be Robert Kelsey..

Article VI

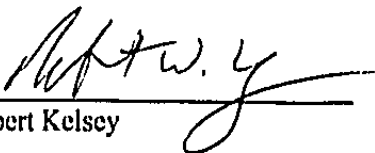
Pursuant to the authority of F.S. 607.111, the Corporation shall be managed by the stockholders, rather than a Board of Directors.

Article VII

The name of and street addresses of each Incorporator to these Articles of Incorporation, are as follows:

Robert Kelsey
14641 SW 66 Ave
Miami, Fl 33158-1825

In witness whereof, we have here unto set our hands and our seal this 26 th day of March , A.D. 1996.

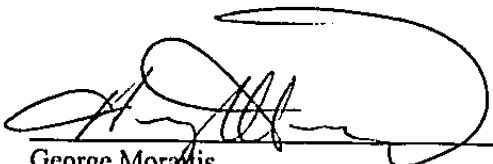

Robert Kelsey

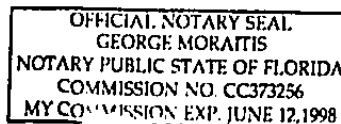
State of Florida:

County of Dade:

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgement. personally appeared: Robert Kelsey to me well known to be the person described as Incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me, according to law, that the subscribed to those Articles of Incorporation.

Witness my hand and official seal, the county and state aforesaid, this 26 th day of March , A.D. 1996.


George Moraitis
Notary Public- Florida at large



Designation of Registered office and registered agent.

In pursuant of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said act:

First, K & W Insurance Associates II, Inc.
desiring to organize under the laws of the State of Florida, with its Registered office, as indicated in the Articles of Incorporation, has named Robert Kelsey located at 11225 SW 152 St Miami, FL 33157 as its agent to accept service of process within said state.

This 26 th day of March , A.D. 1996..



Robert Kelsey - President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

This 26 th day of March , A.D. 1996



Robert Kelsey
Registered agent of
K & W Insurance Associates II, Inc.

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TALLAHASSEE, FLORIDA