

FO1000006640

CORPORATION(S) NAME

KMS Financial Management, Inc.;

~~KMS Partners, L.P.~~

100004744861--7
-12/31/01--01018--023
*****78.75 *****78.75

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 31 PM 1:22

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Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/31/01

Order#: 5019124

Ref#: _____

FO1-6640

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

DEPARTMENT OF STATE
 DIVISION OF CORPORATE FINANCE
 TALLAHASSEE, FLORIDA

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FILE FIRST

12/31

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Kenneth M. Shavelson

Address: 3850 NW 53rd Street, Boca Raton, Florida 33496

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Kenneth M. Shavelson

Address: 3850 NW 53rd Street, Boca Raton, Florida 33496

Vice President: _____

Address: _____

Secretary: same as above

Address: _____

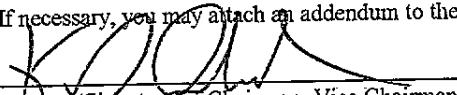
Treasurer: same as above

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth M. Shavelson, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KMS FINANCIAL MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1503337

DATE: 12-13-01