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FOREIGN PROFIT QUALIFICATION

KIMC Investments, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

July 3, 2003

UCC FILING & SEARCH SERVICES

SUBJECT: KINC INVESTMENTS, INC.
REF: H03000019008

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The entity's date of incorporation/organization must be listed in the document.

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 (850) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H03000225764
Letter Number: 803A00039969

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **KIMC INVESTMENTS, INC.**

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. **Delaware**

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. **7/01/03**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **Upon qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. **222 Lakeview Avenue, Suite 200, West Palm Beach, FL 33401**

(Principal office address)

same as above

(Current mailing address)

8. **Medical Training**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: **NRAI Services, Inc.**

Office Address: **528 E. Park Avenue**

Tallahassee

(City)

, Florida 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

By:

Mary Pario, Asst Secretary

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Deborah Kann SchwarzbergAddress: 2909 Embassy Drive, West Palm Beach, FL 33401Vice Chairman: Fred G. WeissAddress: 18450 Maddalena Place, Delray Beach, FL 33448Director: Malcolm J. DormanAddress: 443 Ocean Boulevard, Golden Beach, FL 33160

Director: _____

Address: _____

B. OFFICERS

President: Deborah Kann SchwarzbergAddress: 2909 Embassy Drive, West Palm Beach, FL 33401Vice President: Fred G. WeissAddress: 18450 Maddalena Place, Delray Beach, FL 33448Secretary: Malcolm J. DormanAddress: 443 Ocean Boulevard, Golden Beach, FL 33160

Treasurer: _____

Address: _____

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

13. Deborah K. Schwarzberg, CEO

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

14. Deborah Kann Schwarzberg, President and Chairman

(Typed or printed name and capacity of person signing application)

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CONSENT TO USE OF NAME

KIMC INVESTMENTS, L.P., a limited partnership organized under the laws of the State of Delaware and authorized to transact business in Florida, hereby consents to the qualification of KIMC INVESTMENTS, INC. in the state of Florida.

IN WITNESS WHEREOF, the said KIMC INVESTMENTS, L.P. has caused this consent to be executed this 30th day of June, 2003.

KIMC INVESTMENTS, L.P.

By: 

Name: *Deborah K. Schuchman*

Title: *President for General*

partner of Kim Investments, L.P.

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIMC INVESTMENTS, 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 SECOND DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KIMC INVESTMENTS, INC." WAS INCORPORATED ON THE FIRST DAY OF JULY, A.D. 2003.

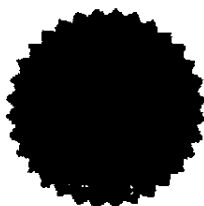
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2507394

DATE: 07-02-03