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ROBERT L. (MAC) McLEOD II
PATRICK T. CANAN

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421 ST. JOHNS AVENUE
SUITE 3
PALATKA, FLORIDA 32177
TEL: (904) 325-1008
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January 21, 1998

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/26/98--01136--001
****285.00 ****285.00

Re: Kemp Properties, L.L.C.

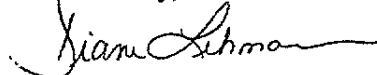
To whom it may concern:

Enclosed for filing please find the *Articles of Incorporation*, along with *Certificate of Designation of Registered Agent/Registered Office* for **Kemp Properties, L.L.C.** Please follow through accordingly.

I have included for return a self-addressed and stamped envelope for a copy of the recorded instruments.

If you should need any additional information, please contact me at (904) 824-9402. Thank you for your assistance in this matter.

Sincerely,



Diane Lehmann, Legal Assistant to
Patrick T. Canan

Enclosures as stated

/dl

L98-109

Name	REJ-29
Availability	
Document Examiner	RE
Updater	RE
Updater Verifier	RE
Acknowledgment	RE
W. P. Verifier	RE

FILED
90 JAN 25 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
KEMP PROPERTIES, L.L.C.

The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated under the Florida Limited Liability Company as set forth in Chapter 608.407 of the Florida Statutes, and certifies as follows:

ARTICLE I.

NAME OF LIMITED LIABILITY COMPANY: The name of this limited liability company shall be **KEMP PROPERTIES, L.L.C.**

ARTICLE II.

ADDRESS: The principal place of business and mailing address of this limited liability corporation shall be as follows:

23 Sea Oaks Dr.
St. Augustine, Florida 32084

ARTICLE III.

DURATION: The duration of this limited liability corporation shall be indefinite/perpetual.

ARTICLE IV.

MANAGEMENT: The Limited Liability Company is to be managed by the members and the names(s) and address(es) of the managing member(s) is:

BRENDAN KEMP
Social Security #: 261-61-8410
23 Sea Oaks Dr.
St. Augustine, Florida 32084

ROBIN KEMP
Social Security #: 265-82-6613
23 Sea Oaks Dr.
St. Augustine, Florida 32084

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SECRETARY OF STATE
TOLSON

ARTICLE V.

ADDITIONAL MEMBERS: The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The existing members above have the right to admit additional members. The terms and conditions are as such: The above listed members must agree by a majority vote on any additional members.

ARTICLE VI.

MEMBERS RIGHTS TO CONTINUE BUSINESS: The rights, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Each existing above declared member claims a right of survivorship and has the right to continue the business if any event occurs which terminates the continued membership of a member of the limited liability company.

ARTICLE VII.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS:

The undersigned member or authorized representative or a member of **Kemp Properties, L.L.C., Brendan Kemp** certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.); and \$ 0.00
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 2,000.00


BRENDAN KEMP

STATE OF FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, a Notary Public in and for the above County and State authorized to take acknowledgments, personally appeared BRENDAN KEMP, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, while under oath, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last above written on this 16th day of January, 1998.

Mary Anita Scott
NOTARY PUBLIC
My Commission Expires:

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98 JAN 23 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional corporation is:

KEMP PROPERTIES, L.L.C.

2. The name and address of the registered agent and office is:

PATRICK T. CANAN, ESQ.
43 Cincinnati Ave.
St. Augustine, Florida 32084

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98 JAN 25 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and will accept the obligations of my position as registered agent.



PATRICK T. CANAN, ESQ.

SWORN TO BEFORE ME and subscribed in my presence this 20th day of January, 1998.



NOTARY PUBLIC
My Commission Expires:

