

P0000019070



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 595336 7135588

AUTHORIZATION :

*Patricia Pizjeto*

COST LIMIT : \$ 78.75

ORDER DATE : February 21, 2000

ORDER TIME : 10:17 AM

ORDER NO. : 595336-005

CUSTOMER NO: 7135588

CUSTOMER: Jonathan Feuerman, Esq  
THERREL BAISDEN, P.A.  
THERREL BAISDEN, P.A.  
Suntrust International Center  
One S.e. 3rd Ave. Suite 2400  
Miami, FL 33131

FILED  
00 FEB 21 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3000003141183--5

DOMESTIC FILING

NAME: K & W <sup>MANAGEMENT</sup> GROUP, INC.

EFFECTIVE DATE

\*\*\*\* FILE 1ST PLEASE \*\*\*\*

02/18/00

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

2544  
1000-4719

RECEIVED  
00 FEB 21 AM 11:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PIA 2/23/2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 21, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: K & W GROUP, INC.  
Ref. Number: W00000004719

**RESUBMIT**

please give original  
information by this date.

**1st**  
**2**

We have received your document for K & W GROUP, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 300A00009164

**RECEIVED**  
00 FEB 23 AM 11:27  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
K & W MANAGEMENT GROUP, INC.

FILED  
00 FEB 21 PM 12:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of the corporation is K & W MANAGEMENT GROUP, INC.

ARTICLE II  
Duration

EFFECTIVE DATE  
02/18/00

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 18 day of February, 2000.

ARTICLE III  
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV  
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V  
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Jonathan Feuerman, Esq.

ARTICLE VI  
Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Keith D. Diamond, c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

**ARTICLE VII**  
**Incorporator**

The name and address of the person signing these Articles is: Jonathan Feuerman, Esq., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18 day of February, 2000.

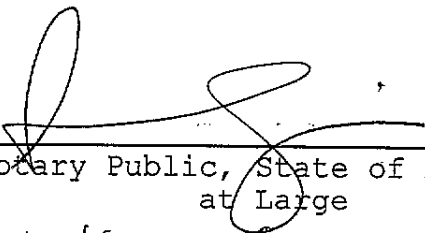
  
\_\_\_\_\_  
JONATHAN FEUERMAN, Incorporator

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 18 day of February, 2000, by JONATHAN FEUERMAN, ESQ., who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

Leticia Companioni  
Type/Print/or Stamp Name of Notary

My Commission Expires:



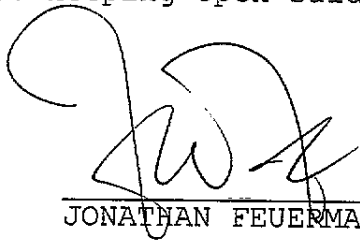
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**K & W MANAGEMENT GROUP, INC.**

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **K & W MANAGEMENT GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: Jonathan Feuerman c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, has named Jonathan Feuerman, Esq., located at SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.



JONATHAN FEUERMAN

FILED  
00 FEB 21 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA