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# FOLTZ MARTIN

ATTORNEYS AT LAW

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March 3, 2000

## VIA FEDERAL EXPRESS

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-03/06/00--01123--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

\$78.75

Re: Kessler Holding II, Inc.

Dear Sir or Madame:

FILED  
00 MAR -6 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed for filing in your office are Articles of Incorporation for the referenced entity.

Also enclosed is our check in the amount of \$78.75 representing the filing fees and the cost for a certified copy of the filed Articles.

Please return the certified copy of the filed Articles to my attention. Should you have any questions regarding this filing, please give me a call.

Thank you for your assistance in this matter.

Very truly yours,

FOLTZ MARTIN, LLC

*Linda Martin*

Linda F. Martin, Paralegal

*Kessler Holding, Inc and  
Kessler Holding II, Inc  
are both owned by  
Richard Kessler.*

lfm

Enclosures

39018\365\LETTERS\FLA SOS

*Linda Martin*  
AUTHORIZATION BY PHONE

GAVE

*3/10*

**ARTICLES OF INCORPORATION  
OF  
KESSLER HOLDING II, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be: **KESSLER HOLDING II, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7380 Sand Lake Road, Suite 120  
Orlando, Florida 32819

**ARTICLE III. SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000 shares of voting, common stock and 500,000 shares of non-voting, common stock.

**ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

**FILED**  
00 MAR - 6 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are

Joseph B. Foltz, Esquire  
Foltz Martin, LLC  
Five Piedmont Center, Suite 750  
Atlanta, Georgia 30305


**FILED**  
00 MAR - 6 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Joseph B. Foltz, Incorporator

Date: March 3, 2000.

Having been named as registered agent and to accept service of process for the above stated corporation 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 accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

By:   
Name: Allan Farnell  
Title: Assistant Secretary

Date: March 3, 2000.