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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN J. MURPHY III
MEMBER FLORIDA AND NEW YORK BARS

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March 1, 2000

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

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*****78.75 *****78.75

RE: LYNN G. KAYNE
Lynn Kayne & Company, Inc., a (new) Florida corporation
OUR FILE NO.: 2000-036JM


Dear Gentlemen:

Enclosed herein please find certificate of incorporation for Lynn Kayne & Company, Inc., along with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


JOHN J. MURPHY III, ESQ.
JJM/sca
Enclosures

D. BROWN MAR 1 3 2000

**ARTICLES OF INCORPORATION
LYNN KAYNE & COMPANY, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Lynn Kayne & Company, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 5613 N. W. 39 Avenue, Boca Raton, Florida 33496.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase, and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses, for any and all purposes.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3880 Sheridan Street, Hollywood, Florida 33021-3634; and the name of its initial registered agent at such address is John A. Kasbar & Company, Inc.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Lynn G. Kayne	5613 N. W. 39 Avenue Boca Raton, Florida 33496

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

Name	Address
Lynn G. Kayne	5613 N. W. 39 Avenue Boca Raton, Florida 33496

**ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

Lynn G. Kayne	5613 N. W. 39 Avenue Boca Raton, Florida 33496	100 Shares
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Executed by the undersigned on the 25th day of February, 2000.

WITNESSES:

[Signature]
Printed Name Richard Kayne

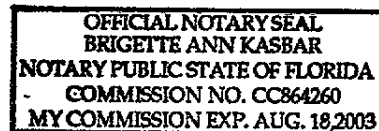
[Signature]
Lynn G. Kayne

[Signature]
Printed Name Brigitte Ann Kasbar

State of Florida
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Lynn G. Kayne who is personally known to me or produced _____ as identification.

[Signature]
Notary Public



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

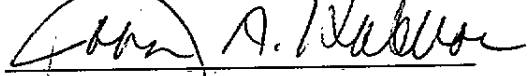
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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-15-2001 BY 60322
UCBAW

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is Lynn Kayne & Company, Inc.
2. The name and address of the registered agent and office is John A. Kasbar & Company, Inc., 3880 Sheridan Street, Hollywood, Florida 33201-3634.

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.

John A. Kasbar & Company/ Inc.



John A. Kasbar