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FILED  
00 JUL 17 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 13, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

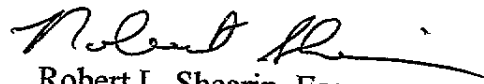
RE: KENNY G. AND ASSOCIATES, INC.

000003324590--3  
-07/17/00--01076--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

TO WHOM IT MAY CONCERN:

Please find enclosed the Articles of Incorporation for KENNY G. AND ASSOCIATES, Inc. and two copies. A check for \$78.75 is enclosed for the filing fees and certified copy. Please return the documents to the address above. Please feel free to call me if you have any questions.

Very truly yours,

  
Robert L. Shearin, Esq.

7-20  
mc

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KENNY G. AND ASSOCIATES, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the provisions of Chapter 607 of the Florida Statutes does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is:

**KENNY G. AND ASSOCIATES, INC.**

**ARTICLE II**

The address of the principal office of this Corporation is 5551 Winston Park Boulevard, North, Suite 304, Coconut Creek, Florida 33073, and the mailing address is the same.

**ARTICLE III**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

This Corporation is authorized to issue **ONE HUNDRED (100)** shares of common stock, each share having no par value per share.

**ARTICLE V**

The name and address of the initial Board of Directors and Officers shall be:

KENNETH GRUBER 5551 Winston Park Boulevard, N. Suite 304 Coconut Creek, Florida 33073	PRESIDENT, SECRETARY, and DIRECTOR
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**ARTICLE VI**

The name and address of the incorporator is:

KENNETH GRUBER  
5551 Winston Park Boulevard, North, Suite 304  
Coconut Creek, Florida 33073

## ARTICLE VII

The street address of the initial registered office of this Corporation is 5551 Winston Park Boulevard, North, Suite 304, Coconut Creek, Florida 33073 and the name of its initial Registered Agent at that address is Kenneth Gruber.

## ARTICLE VIII

The Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## ARTICLE IX

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming this Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, declaring and certifying that the facts stated above are true, and hereunto set my hand and seal this 13 day of July, 2000.

  
KENNETH GRUBER

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing document was acknowledged before me by KENNETH GRUBER who is personally known to me and who did take an oath.

  
NOTARY PUBLIC, Robert L. Shearin

My Commission Expires:

4/1/2001

NOTARY PUBLIC - STATE OF FLORIDA  
ROBERT L. SHEARIN  
COMMISSION # CC635076  
EXPIRES 4/1/2001  
BONDED THRU ASA 1-888-NOTARY1

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

I, Kenneth Grubert, 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.

Kenneth Gruber  
KENNETH GRUBER

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