



**LAW OFFICES OF
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AREAS OF PRACTICE:
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REPLY TO:
PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

PO0000093472

September 27, 2000

Secretary of State
The Capitol
Tallahassee, Florida 32399-0250

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

Re: KIPCO International Group, Inc.

Dear Sir:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	35.00
Total	<u>\$ 78.75</u>

FILED
00 OCT -2 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation in this matter.

Sincerely,

J. Kelly Kennedy, Esquire
JKK/mlb

Enclosures
cc: clients

JKK
10/4

**ARTICLES OF INCORPORATION
OF
KIPCO INTERNATIONAL GROUP, INC.**

FILED
00 OCT -2 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, competent to contract, hereby form a professional corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **KIPCO INTERNATIONAL GROUP, INC.** The mailing address is: 316 West Central Avenue, Suite 505, Winter Haven, FL 33880.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 316 West Central Avenue, Suite 505, Winter Haven, FL 33880, and the name of the initial registered agent of this corporation at that address is **CHRISTOPHER B. COLE**.

ARTICLE V - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the members of the initial Board of Directors are:

Christopher B. Cole
316 West Central Avenue , Suite 505
Winter Haven, FL 33880

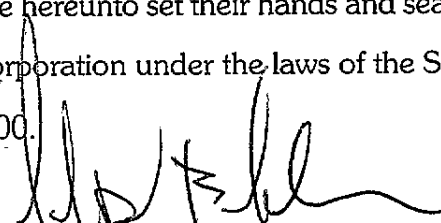
H. Arthur Link
316 West Central Avenue, Suite 505
Winter Haven, FL 33880

ARTICLE VI - SUBSCRIBER

The names and addresses of the Subscribers to these Articles of Incorporation are **CHRISTOPHER B. COLE**, 316 West Central Avenue, Suite 505, Winter Haven, Florida 33880 and **H. ARTHUR LINK**, 316 West Central Avenue, Suite 505, Winter Haven, Florida 33880.

The original Subscribers of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of September, 2000.



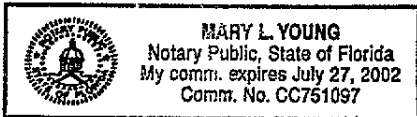
CHRISTOPHER B. COLE

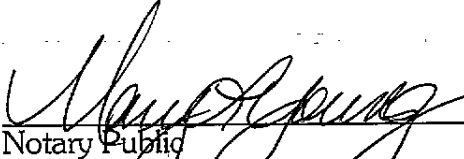


H. ARTHUR LINK

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of September, 2000, by **CHRISTOPHER B. COLE and H. ARTHUR LINK**, who are personally known to me, or have produced Florida Driver's Licenses as identification.





Notary Public
Printed Name: Mary L. Young
(Affix notary seal)

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That KIPCO INTERNATIONAL GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Winter Haven, County of Polk, State of Florida, has named CHRISTOPHER B. COLE located at 316 West Central Avenue, Suite 505, Winter Haven, FL 33880,
(Street address and number of building,
Post Office Box address not acceptable)
City of Winter Haven, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT
(Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at 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.



CHRISTOPHER B. COLE
Registered Agent

FILED
00 OCT -2 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA