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**ROLINSKI, TERENCE & SUAREZ, L.L.P.**

SYLVIA J. ROLINSKI  
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FILED  
OCT 12 PM 2:31  
OFFICES:  
Potomac, MD  
Washington, D.C.  
TALLAHASSEE, FLORIDA

October 9, 2000

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

100003423211--5  
-10/12/00--01073--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Kempke Enterprises, Inc.

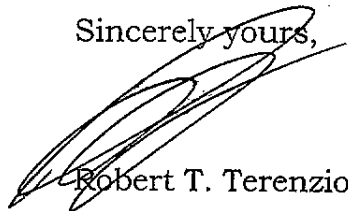
Dear Sir or Madam:

Enclosed please find an original "Articles" for the referenced corporation, two copies, a designation of registered agent, and a draft in the amount of \$78.75.

Please place the documents in line for processing and return a certified copy to me.

Thank you for your prompt handling of this matter.

Sincerely yours,



Robert T. Terenzio

RTT/hs  
enclosures

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**ARTICLES OF INCORPORATION  
OF  
KEMPKE ENTERPRISES, INC.**

**FILED**  
00 OCT 12 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 KEMPKE ENTERPRISES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 101 Gordon St, Sanford, FL 32771.

**ARTICLE III - DURATION**

This corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CORPORATE STATUS**

This corporation shall operate as an "S" corporation.

**ARTICLE VI - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock with the par value of \$1.00 per share.

**ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Robert T. Terenzio, 1220 Douglas Avenue, Suite 101-B, Altamonte Springs, FL 32779.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Shirley Kempke, 6094 Feather La., Sanford, FL 32771.

**ARTICLE IX - DIRECTORS**

This corporation shall have 1 director 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 (1). The name of the initial director of the corporation is Shirley Kempke.

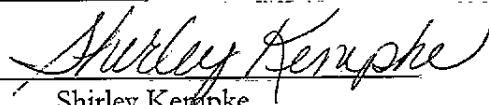
**X - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the is subject this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 9<sup>th</sup> day of October, 2000.

  
\_\_\_\_\_  
Shirley Kempke

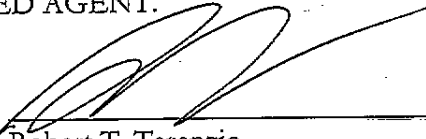
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, 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:  
  
Kempke Enterprises, Inc.
2. The name and address of the registered agent and office is:

Robert T. Terenzio  
1220 Douglas Avenue, Suite 101B  
Altamonte Springs, Fl 32714

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.

  
Robert T. Terenzio  
October 9<sup>th</sup>, 2000

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00 OCT 12 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA