

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****KERPOP OF SOFLA, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**KERPOP OF SOFLA, INC.**  
(a Florida corporation)

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**ARTICLE I  
NAME**

The name of the Corporation is **KERPOP OF SOFLA, INC.** (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The current address of the principal place of business of the Corporation is 241 S.E. 12<sup>th</sup> Street, Pompano Beach, Florida 33060; such principal place of business of the Corporation may be relocated to such address and in such city in the State of Florida as designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Incorporation, is Ronald D. Rosen, 241 S.E. 12<sup>th</sup> Street, Pompano Beach, Florida 33060.

**ARTICLE III  
PURPOSE**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

**ARTICLE IV  
CAPITAL STOCK**

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine in its sole discretion. All shares of capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,500,000 shares, consisting of 1,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock") and 500,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

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**A. Common Stock.**

A statement of the powers, privileges and rights, and the qualifications, limitations and restrictions, in respect of the Common Stock of the Corporation, is as follows:

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or these Articles of Incorporation or any shareholders' agreement to which the Corporation and its shareholders may be a party, the holders of Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including in connection with any action by written consent of shareholders).

3. Dividends. Subject to provisions of law and to these Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and to these Articles of Incorporation (including any authorization and issuance of shares of Preferred Stock pursuant to these Articles of Incorporation), upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

**B. Preferred Stock**

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine in its sole discretion. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless specifically provided for herein or in the designation and description of such series.

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2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations provided by law and the provisions of these Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the designation and issuance of the undesignated Preferred Stock in one or more classes or series, each with such preferences, limitations and relative rights and privileges as shall be set forth in articles of amendment to these Articles of Incorporation, which shall be filed in accordance with the FECA. Without limiting the foregoing, the authority of the Board of Directors with respect to each such class or series shall include the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series of shares, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, the terms of adjustment, if any, and the manner of conversion or exchange;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

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(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, limitations or relative rights and privileges, or other rights, thereof as the Board of Directors, acting in accordance with these Articles of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of these Articles of Incorporation.

**C. Options, Warrants & Rights.**

1. The Corporation may issue options, warrants and rights for the purchase of shares of any class or series of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued upon exercise thereof.

2. The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than one (1) nor more than seven (7) members. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation. The name and address of the initial directors of the Corporation are as follows:

**Ronald D. Rosen**  
241 S.E. 12<sup>th</sup> Street  
Pompano Beach, Florida 33060

**Sheldon A. Rosen**  
241 S.E. 12<sup>th</sup> Street  
Pompano Beach, Florida 33060

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**ARTICLE VI**  
**DIRECTOR ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors (or at a meeting of any committee of the Board of Directors) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board of Directors. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the effect of a meeting vote and may be described as such in any document..

**ARTICLE VII**  
**CALL OF SPECIAL SHAREHOLDERS MEETING**

Except as otherwise required by applicable law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of applicable law) (i) the holders of not less than thirty-three and one-third (33 1/3) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors, Chief Executive Officer or President, or (c) the Corporation's Secretary upon the written request of two or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the FBCA (or a successor provision of such law) may be conducted at a special shareholders' meeting.

**ARTICLE VIII**  
**SHAREHOLDER ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such action having not less than the minimum number of votes (including, if and as applicable, the minimum number of votes of any voting groups entitled to vote separately on the matter) necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes entitled to vote thereon, and delivered to the Secretary or other officer or agent of the Corporation having custody of the official minute books of the Corporation in which proceedings of meetings of the shareholders are recorded (the "Shareholder Minute Books"). Whenever action is taken pursuant to this Article VIII, the written consent(s) of shareholders, or the written reports of inspectors appointed to tabulate shareholder consents, shall be filed in the Shareholder Minute Books. No written consent of shareholders shall be effective to take the corporate action

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referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner provided in this Article VIII, written consents executed and delivered by the number of holders required to take action are delivered to the Corporation by delivery as required in this Article VIII. Within ten (10) days after obtaining authorization of corporate action by written consent of shareholders, notice shall be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of the FBCA. The action taken by written consent under this Article VIII shall have the effect of a meeting vote and may be described as such in any document.

#### **ARTICLE IX** **LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 706.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### **ARTICLE X** **INDEMNIFICATION**

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, assigns and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators, assigns or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking, in form reasonably satisfactory to the Corporation, by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article X.

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The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article X to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter acquire or be granted or accorded under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article X shall not adversely affect any right(s) to indemnification or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, company, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

#### **ARTICLE XI**

#### **BYLAW AMENDMENTS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or a particular Bylaw provision.

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**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any right conferred upon the shareholders is expressly subject to this reservation.


**ARTICLE XIII**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Stanley Jacobs, Jr., c/o Greenberg Traurig, P.A., 515 East Las Olas Blvd., Suite 1500, Ft. Lauderdale, FL 33301.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned incorporator, pursuant to the laws of the State of Florida, has executed these Articles of Incorporation of **KERPOP OF SOFLA, INC.** this 1<sup>st</sup> day of June, in the year 2001.

**KERPOP OF SOFLA, INC.**

  
Stanley Jacobs, Jr.  
Incorporator

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**CONSENT TO APPOINTMENT AS REGISTERED AGENT  
OF  
KERPOP OF SOFLA, INC.**

The undersigned, Ronald D. Rosen, whose business address is 241 S.E. 12<sup>th</sup> Street, Pompano Beach, Florida 33060, hereby accepts appointment as the registered agent of **KERPOP OF SOFLA, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

  
Ronald D. Rosen

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