

KURT D CALLARMAN
2318 N ROOSEVELT BLVD
KEY WEST, FL 33040

Pol000061542

JUNE 15, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL. 32314

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-06/18/01--01119--018
*****78.75 *****78.75

RE: KDC UNLIMITED INC.

DEAR SIR,

ENCLOSED PLEASE FIND THE FOLLOWING:

ARTICLES OF INCORPORATION

MY CHECK FOR \$78.75.

WOULD YOU PLEASE FILE AND REGISTER THE ABOVE ARTICLES AND RETURN
TO ME A CERTIFICATE OF INCORPORATION.

THANKING YOU IN ADVANCE.

YOURS TRULY,



KURT D CALLARMAN

FILED
01 JUN 18 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/20

ARTICLES OF INCORPORATION
OF
KDC UNLIMITED INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A FOR-PROFIT CORPORATION UNDER THE
FLORIDA BUSINESS CORPORATION ACT HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS: KDC UNLIMITED INC.

ARTICLE II

DURATION

THE TERM OF EXISTENCE OF THE CORPORATION IS PERPETUAL, COMMENCING ON THE DATE OF
RECEIPT AND ACKNOWLEDGMENT OF THE ARTICLES BY THE SECRETARY OF STATE,

ARTICLE III

PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO ENGAGE IN ANY ACTIVITY OR
BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE THE AUTHORITY TO
ISSUE IS 5,000 SHARES OF CAPITAL STOCK WITH A PAR VALUE OF \$1.00 PER SHARE. THE SUM OF THE
PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL
BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME. THE SHARES OF THE
CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.

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ARTICLE V

DIVIDENDS

THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, IN PROPERTY, OR IN SHARES OF THE CAPITAL STOCK OF THE CORPORATION.

ARTICLE VI

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS/HER PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED AT:

2318 N ROOSEVELT BLVD.
KEY WEST, FL 33040

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

2318 N ROOSEVELT BLVD
KEY WEST, FL 33040

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS:

KURT D CALLARMAN
2318 N ROOSEVELT BLVD
KEY WEST, FL 33040

ARTICLE IX

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

KURT D CALLARMAN
2318 N ROOSEVELT BLVD
KEY WEST, FL 33040

ARTICLE X

INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES ARE:

KURT D CALLARMAN
2318 N ROOSEVELT BLVD
KEY WEST, FL 33040

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN REGULAR OR SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE XIII

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE EXTENT PERMITTED BY LAW.

ARTICLE XIV

AMENDMENT

THE CORPORATION RESERVES THIS RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.


IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 15TH DAY OF JUNE, 2001.


KURT D CALLARMAN

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, KURT D CALLARMAN TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED TO AND BEFORE ME THAT HE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL THIS 15TH DAY OF JUNE, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME: BETH M SAWYER



MY COMMISSION EXPIRES:

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO SECTION 607 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME AND ADDRESS OF THE CORPORATION'S REGISTERED AGENT AND REGISTERED OFFICE IS:

KURT D CALLARMAN
AS REGISTERED AGENT

KDC UNLIMITED INC.
2318 N ROOSEVELT BLVD.
KEY WEST, FL 33040

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HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


KURT D CALLARMAN

JUNE 15, 2001