

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Killian Oaks Company

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

X

Cert. Copy _____

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Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF STATE

Signature _____

Requested by: KC

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Name _____

Date _____

Time _____

Walk-In _____

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J. BRYAN AUG 13 2001

**ARTICLES OF INCORPORATION
OF
THE KILLIAN OAKS COMPANY**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of the corporation is THE KILLIAN OAKS COMPANY.

The principal place of business of this corporation shall be 7240 Northwest 12th Street, Miami, Florida 33126.

**ARTICLE TWO
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact all lawful business for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes.
2. To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.
3. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control any and all kinds of buildings and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.
4. To sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real, rights, easements, privileges, chosen in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by the corporation under the laws of the State of Florida.
5. To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.
6. The above-enumerated authority shall not be construed as limiting or restricting in any manner the authority of this corporation which shall always have such incidental authority as may be connected with or related to any specific authority herein enumerated.

**ARTICLE FOUR
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock with no par value.

**ARTICLE FIVE
ISSUANCE OF STOCK**

At any time and from time to time when authorized by resolution of the board of directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of its stock acquired after the issue, and whether or not the shares issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

**ARTICLE SIX
PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE SEVEN
DIRECTORS**

The business of the corporation shall be managed and conducted by a board of not less than one director. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE EIGHT
DIRECTORS - INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she 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, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, [subject to the approval of a majority of shareholders] that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceedings, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross

negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

**ARTICLE NINE
DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

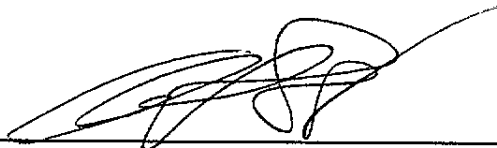
**ARTICLE TEN
REGISTERED AGENT**

The initial registered agent for this corporation is Albert D. Rey, Esquire, and the initial registered office is located at 7240 Northwest 12th Street, Miami, Florida 33126.

**ARTICLE ELEVEN
INCORPORATOR**

The name and street address of the Incorporator is Albert D. Rey, Esquire, of 7240 Northwest 12th Street, Miami, Florida 33126.

DATED on August 10th, 2001.



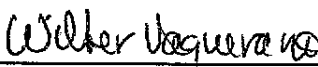
Albert D. Rey, Esquire, Incorporator

State Of Florida
County Of Miami-Dade

The foregoing instrument was acknowledged before me on this 10th day of August, 2001, by Albert D. Rey, Esquire, who personally appeared before me at the time of notarization, and who produced a Florida driver's license as identification and who did not take an oath.



OFFICIAL NOTARY SEAL
COMMISSION NO. CC 883748
MY COMMISSION EXP. OCT. 18, 2003

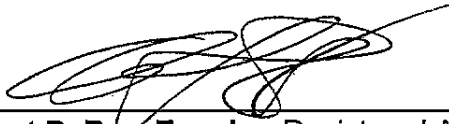


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at the registered office designated in the foregoing articles of incorporation, I hereby accept the designation 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.

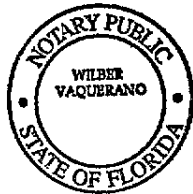
DATED on August 10th, 2001.



Albert D. Rey, Esquire, Registered Agent

State Of Florida
County Of Miami-Dade

The foregoing instrument was acknowledged before me on this 10th day of August, 2001, by Albert D. Rey, Esquire who personally appeared before me at the time of notarization, and who produced a driver's license for identification or is personally known to me and who did not take an oath.



OFFICIAL NOTARY SEAL
COMMISSION NO. CC 880748
MY COMMISSION EXP. OCT. 18, 2003

Wilber Vaquerano

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

ART10LS6.DOC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA