

**CAPITAL CONNECTION, INC.**

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Kenneth Morris Group  
Holding Corp.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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X Art of Inc. File \*\*\*\*\*78.75 \*\*\*\*\*78.75

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

X Annual Report / Reinstatement

Cert. Copy

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 J. BRYAN AUG 28 2001

UCC 11 Retrieval

Courier

Signature

Requested by: KC

8/28

Name

Date

Time

Walk-In

Will Pick Up

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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SUFFICIENCY OF FILING

**ARTICLES OF INCORPORATION  
OF  
THE KENNETH MORRIS GROUP HOLDING CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article 1.** The name of the Corporation is:

The Kenneth Morris Group Holding Corp.

**Article 2.** The Corporation is formed for the following purposes:

To do all things necessary and convenient to carry out its business and affairs and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida

**Article 3.** The street address of the registered office of the Corporation in the State of Florida is 7819 N. Dale Mabry Hwy., Ste. 210, Tampa, Florida 33614 and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Andréa T. Tullo.

**Article 4.** The street address of the initial principal office of the Corporation is 1343 Main Street, Ste. 201, Sarasota, Florida 34236 .

**Article 5.** The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, \$0.01 par value, all of which shall be of the same class and all of which are designated as common stock.

**Article 6.** No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

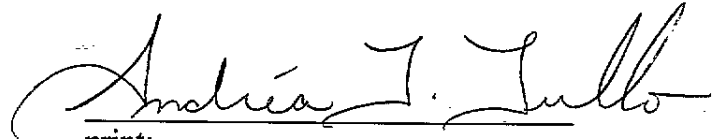
**Article 7.** The number of directors constituting the initial Board of Directors of the Corporation is one. The number of directors of the Corporation may be

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increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholders.

**Article 8.** The name of the incorporator is Andréa T. Tullo, Esq., and the mailing address of the incorporator is 7819 N. Dale Mabry Highway, Ste. 210, Tampa, Florida 33614.

Dated: August 27, 2001.

A handwritten signature in cursive script, reading "Andréa T. Tullo". The signature is written in dark ink and is positioned above a horizontal line.

print:

Andréa T. Tullo, Esq.  
Incorporator

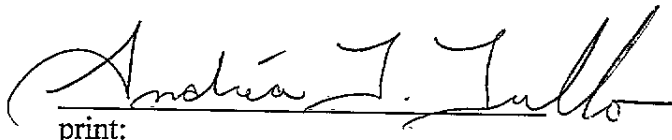
**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, and having been named as registered agent, to The Kenneth Morris Group Holding Corp., a corporation organized under the laws of the state of Florida, undersigned submits the following statement in designating the registered agent/registered office in the state of Florida

The undersigned, Andréa T. Tullo, Esq., hereby agrees to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation.

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 relates 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: August 27, 2001



print:

Andréa T. Tullo, Esq.  
Tullo & Di Bias LLP  
7819 N. Dale Mabry Hwy.  
Suite 210  
Tampa, Florida 33614

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