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ACCOUNT NO. : 072100000032

REFERENCE : 238972 7290576

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

FILED
2001 OCT 30 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 29, 2001

ORDER TIME : 2:19 PM

ORDER NO. : 238972-001

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CUSTOMER NO: 7290576

CUSTOMER: Mr. Keith E. Holland
Mr. Keith E. Holland

1717 N Bayshore Dr Ph A46

Miami, FL 33132

DOMESTIC FILING

NAME: KUMQUAT HOLDINGS, INC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED
01 OCT 30 PM 3: 56
DIVISION OF CORPORATION

JS
10/31/01

FILED

2001 OCT 30 PM 4: 14

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLES OF INCORPORATION
OF

KUMQUAT HOLDINGS, INC

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KUMQUAT HOLDINGS, INC

The address of the principal office of this corporation shall be 1717 North Bayshore Drive, Penthouse A46, Miami, Florida 33132, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Keith E. Holland

1717 North Bayshore Drive
Penthouse A46
Miami, Florida 33132

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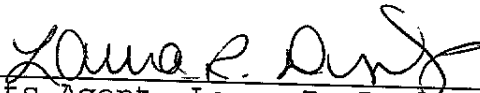
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

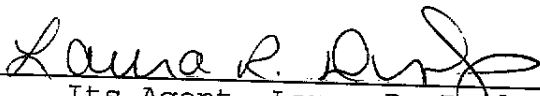
The undersigned incorporator has executed these Articles of Incorporation on October 30, 2001 .



Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap

TJW/DEBORAH SCHRODER