

Division of Corporations

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FD20000027764**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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FILED**FLORIDA PROFIT CORPORATION OR P.A.****KING INTERNATIONAL HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

KING INTERNATIONAL HOLDINGS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I.

The name of the corporation is **KING INTERNATIONAL HOLDINGS, INC.**

ARTICLE II.

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III.

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

The Corporation is authorized to issue 300 shares of stock at One Dollar and No/100 (\$1.00) Dollar par value. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

ARTICLE V.

The principal address of the Corporation shall be: **3785 North Federal Highway
Suite 200
Boca Raton, FL 33432**

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ARTICLE VI.

All corporate powers shall be executed by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have five (5) Directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Carl King
3785 North Federal Highway, Suite 200
Boca Raton, FL 33432

Coylette James
3785 North Federal Highway, Suite 200
Boca Raton, FL 33432

Alex Blodgett
433 Plaza Real, Suite 275
Boca Raton, FL 33432

Donald J. Thomas
1200 North Federal Highway, Suite 312
Boca Raton, FL 33432

John E. Carter
1200 North Federal Highway, Suite 312
Boca Raton, FL 33432

ARTICLE VII.

The Corporation may indemnify any present or former Officer or Director or person exercising powers and duties of a Director to the full extent now or hereafter permitted by law.

ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders if the Shareholders provide that the Bylaw shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE IX.

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X.

The name and address of the Incorporator to these Articles of Incorporation is:

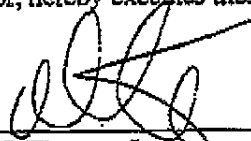
Donald J. Thomas
1200 North Federal Highway
Suite 312
Boca Raton, FL 33432

ARTICLE XI.

The name and address of the initial Registered Agent of the Corporation is:

Donald J. Thomas
1200 North Federal Highway
Suite 312
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation on this 13th day of March 2002.



Donald J. Thomas, Incorporator

STATE OF FLORIDA :

: ss.

COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared Donald J. Thomas, who is personally known to me or who has produced _____ as identification and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

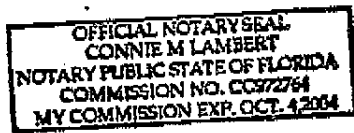
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WITNESS MY HAND AND OFFICIAL in the County and State last aforesaid on 13th day of March, 2002.

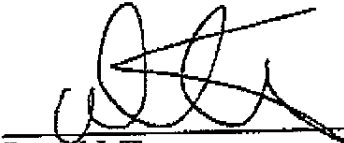



Notary Public, State of Florida
Printed Name of Notary: Connie M. Lambert
Commission No.: _____
My Commission Expires: _____

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

DATED: March 13, 2002


Donald J. Thomas
Registered Agent

PA-Carter & Thomas-Client Files-King International Holdings, Inc-Articles of Incorporation.wpd

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