LAW OFFICES

RICHARD T. AVIS

1325 SNELL ISLE BLVD. NE SUITE 205C

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OF COUNSEL

RICHARD T. AVIS◆

NY ADMITTED IN NY ADDITIONAL PROPERTY OF THE NO.

TRANSMITTAL LETTER

April 26, 2002 50005453405--5 -05/05/02--01107--010 ******70.00 ******70.00

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Fl. 32314

SUBJECT: Kaelbel Management Company, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent and a check for \$70.00. Please stamp the <u>original</u> of these documents to show the date of filing and the filing number and remit to me. We do not require a certified copy at this time.

FROM/

Richard T. Avis, Esq.

RETURN TO:

1325 Snell Isle Blvd., Suite 205C

St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Richard T. Avis

RTA/lbj Enclosures

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ARTICLES OF INCORPORATION

OF .

KAELBEL MANAGEMENT COMPANY, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

Kaelbel Management Company, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2501 SW 31st St. Fort Lauderdale, Florida 33312

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares Common

(No Par Value)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Maureen Kaelbel 2501 SW 31st St.
Fort Lauderdale, Florida 33312

ARTICLE V INCORPORATOR

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

Maureen Kaelbel 2501 SW 31st St. Fort Lauderdale, Florida 33312

The undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 2002.

(Signature) Maureen Kaelbel

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Kaelbel Management Company, Inc.

2. The name and address of the registered agent and office is:

Maureen Kaelbel 2501 SW 31st St. Fort Lauderdale, Florida 33312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.

(Signature)

aellel 4/26/02

Maureen Kaelbel