

**P020000083450**

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PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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July 24, 2002

Secretary of State  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

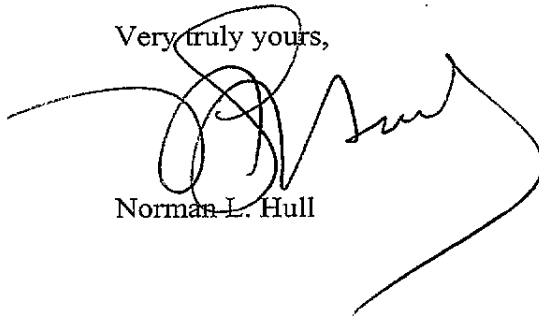
**Re: KMB Brands, Inc.**

Gentlemen:

Enclosed please find this firms check #3537 in the amount of \$78.75 which represents the Filing Fees for the Articles of Incorporation of KMB Brands, Inc. Also, enclosed is an original and one copy of the Articles of Incorporation of said corporation. I have provided a postage prepaid envelope for the immediate return of the certified copy.

Please contact the undersigned should you have any questions.

Very truly yours,



Norman L. Hull

NLH/blr  
Enclosure

me 8/1



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 26, 2002

LAW OFFICES OF NORMAN LINDER HULL  
POST OFFICE BOX 533068  
ORLANDO, FL 32853-3068

SUBJECT: KMB BRANDS, INC.  
Ref. Number: W02000021598

We have received your document for KMB BRANDS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 702A00045432

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**KMB BRANDS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby certifies as follows:

**ARTICLE I**

The name of the corporation shall be KMB BRANDS, INC.

**ARTICLE II**

The corporate existence shall begin upon the filing of these Articles by the Department of State of the State of Florida. The duration of the corporation shall be perpetual.

**ARTICLE III**

This corporation is formed for the purpose of engaging in the creating and marketing of unique hotel franchise brands and services of all kinds and description, and any and all related business activities. This corporation may also engage in any lawful business for which a corporation may be incorporated under the laws of the State of Florida. This corporation shall have and may exercise any and all powers necessary, convenient or incidental to the carrying out of any business in which it may be engaged.

**ARTICLE IV**

There shall be a Board of Directors of the corporation initially consisting of one member, namely STEVE BASS, under whom the business and affairs of the corporation shall be conducted. All corporate powers shall be exercised by or under the authority of the Board of Directors. The number of the members of the Board of Directors may be changed from time to time as provided in the bylaws.

**ARTICLE V**

The initial officers of the corporation and their addresses are as follows:

Steve Bass, President 5615 Spring Run Avenue, Orlando, Florida 32819

Steve Bass, Secretary and Treasurer 5615 Spring Run Avenue, Orlando, Florida 32819

**ARTICLE VI**

The aggregate numbers of shares which the corporation shall have authority to issue is one

hundred (100), having a par value of One Dollar (\$1.00) per share.

**ARTICLE VII**

The street address of the corporation's principal office for the conduct of business is 5615 Spring Run Avenue, Orlando, Florida 32819. The street address of the corporation's initial registered office is 746-A North Magnolia Avenue, Orlando, Florida 32803, and the name of the corporation's registered agent at that address is Norman L. Hull.

**ARTICLE VIII**

The name and address of the corporation's sole incorporator is Norman L. Hull, 746-A North Magnolia Avenue, Orlando, Florida 32803.

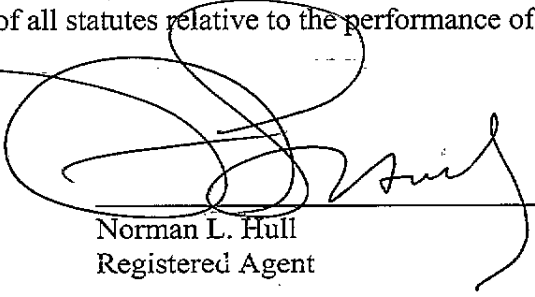
IN WITNESS WHEREOF these articles have been executed by the undersigned this 24<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
Norman L. Hull, incorporator

**ACCEPTANCE OF RESIDENT AGENT**

The undersigned, having been named Resident Agent for KMB BRANDS, INC. hereby accepts said designation and agrees to act in said capacity at the place identified in the Articles of Incorporation, namely, 746- North Magnolia Avenue, Orlando, Florida 32803. The undersigned further agrees to comply with the provisions of all statutes relative to the performance of his duties as Registered Agent.

Dated this 24 day of July, 2002.

  
Norman L. Hull  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA