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CAMERLENGO & DRIVER, P.A.

4741 ATLANTIC BOULEVARD, SUITE D
JACKSONVILLE, FLORIDA 32207
WWW.INTREPIDLAW.COM

JOSEPH V. CAMERLENGO
G. RAY DRIVER, JR.

TELEPHONE (904) 306-9238
FACSIMILE (904) 306-9238

August 5, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/08/02--01012--010
*****78.75 *****78.75

Dear Ladies and Gentlemen,

Our office initially prepared Articles of Organization and Articles of Incorporation (collectively, the "Articles") for five (5) entities and mailed them on Thursday, July 25, 2002 via Federal Express overnight delivery to be filed with your office. I recently was informed by Federal Express that one of their airplanes crashed in Tallahassee and that our package was on that plane. Pursuant to a conversation with a representative in your office, I am resubmitting an original copy of the Articles along with a copy of the Federal Express airbill. As discussed with the representative, it is crucial that we receive the filing date specified on the respective Articles, which would have been within five (5) days of the date actually filed.

Accordingly, please find enclosed the following documents:

EFFECTIVE DATE

07-23-02

1. A copy of the Federal Express airbill;
2. A copy of the original cover letter dated July 25, 2002;
3. An original of the Articles of Organization for Intrepid Registered Agent Services, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file first**);
4. An original of the Articles of Organization for Intrepid Holdings, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file second**);
5. An original of the Articles of Organization for Intrepid Corporate Services, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file third**);
6. An original of the Articles of Incorporation for KCS, Inc., together with a check in the amount of \$78.75 to cover the filing fee, registered agent designation, and certified copy fee (**file fourth**); and
7. An original of the Articles of Organization for Seawell Custom Homes, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file fifth**).

J. BRYAN AUG 8 2002

Department of State

Page 2

August 5, 2002

Please return the certified copies to Tammy D. Butler, c/o Camerlengo & Driver, P.A., 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207. If you have any questions, please give me a call.

Very truly yours,

Tammy D. Butler

Tammy D. Butler

TDB/tdb

Enclosures

FILED
2002 JUL 26 AM 10:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LAW OFFICES
CAMERLENGO & DRIVER, P.A.

4741 ATLANTIC BOULEVARD, SUITE D
JACKSONVILLE, FLORIDA 32207
WWW.INTREPIDLAW.COM

JOSEPH V. CAMERLENGO
G. RAY DRIVER, JR.

TELEPHONE (904) 306-9220
FACSIMILE (904) 306-9221

July 25, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Ladies and Gentlemen,

Please find enclosed the following documents:

1. The original of the Articles of Organization for Intrepid Registered Agent Services, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file first**);
2. The original of the Articles of Organization for Intrepid Holdings, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file second**);
3. The original of the Articles of Organization for Intrepid Corporate Services, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file third**);
4. The original of the Articles of Incorporation for KCS, Inc., together with a check in the amount of \$78.75 to cover the filing fee, registered agent designation, and certified copy fee (**file fourth**); and
5. The original of the Articles of Organization for Seawell Custom Homes, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee (**file fifth**).

Please return the certified copies to G. Ray Driver, Jr., c/o Camerlengo & Driver, P.A., 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207. If you have any questions, please give me a call.

Very truly yours,



G. Ray Driver, Jr.

GRD/grd
Enclosures

FILED
2002 JUL 26 AM 10:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
JUL 26 2002
FEDERAL COURTS
SOUTHERN DISTRICT OF ALABAMA

8282 1998 6579

FedEx Tracking Number

FedEx USA Airbill

From: Atlanta, GA
Date: 07/25/02
Sender's FedEx Account Number

Signature: Key Driver

Phone: (904) 306-9220

Company: JOSEPH V. CAMERLENGO, P.A.

Address: 4741 ATLANTIC BLVD STE D

City: JACKSONVILLE State: FL ZIP: 32207

2 Your Internal Billing Reference: KCS, INC.

3 To Recipient's Name: Dept. of State Phone: ()

Company: Division of Corporations

Address: 409 East Gaines St
To: "TOP" at FedEx location, please FedEx address.

City: Tallahassee State: FL ZIP: 32399

See back for application instructions.

Questions? Visit our Web site at fedex.com

or call 1-800-Go-FedEx® (800)463-3339.

By using this Airbill you agree to the service conditions on the back of this Airbill and in our current Service Guide, including terms that limit our liability.

0181027009

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PULL AND RETAIN THIS COPY BEFORE AFFIXING TO THE PACKAGE.

4a Express Package Service
☐ FedEx Priority Overnight
☒ FedEx Standard Overnight
☐ FedEx First Overnight
Delivery commitment may be later in some areas.
Express delivery to select locations.

☐ FedEx 2Day
Second business day
FedEx restrictions apply. Minimum charge one pound per box.
☐ FedEx Express Saver
Third business day
Later pickup with next business day delivery to select locations.

4b Express Freight Service

☐ FedEx 1Day Freight*
Next business day
☐ FedEx 2Day Freight
Second business day
☐ FedEx 3Day Freight
Third business day
Delivery commitment may be later in some areas.

5 Packaging
☐ FedEx Envelope*
☐ FedEx Pak*
☐ Other Pkg.
Includes FedEx Box, FedEx Tube and customer pkg.
*Declared value limit \$500

6 Special Handling
☐ SUNDAY Delivery
Available only for FedEx Priority Overnight and FedEx 2Day to select ZIP codes.
☐ RESTRICTED ACCESS
Available only for FedEx Priority Overnight and FedEx 2Day to select ZIP codes.
☐ HOLD Saturday at FedEx Location
Available only for FedEx Priority Overnight and FedEx 2Day to select ZIP codes.
☐ HOLD Saturday at FedEx Location
Available only for FedEx Priority Overnight and FedEx 2Day to select ZIP codes.
Does this shipment contain dangerous goods?
☒ No ☐ Yes
If Yes, attach appropriate hazard label and complete Form 5030.

7 Payment Bill to:
☒ Sender ☐ Recipient ☐ Third Party ☐ Credit Card ☐ Cash/Check
FedEx Acct. No. _____
Credit Card No. _____
Enter FedEx Acct. No. or Credit Card No. below.

Total Packages _____ Total Weight _____ Total Declared Value \$ _____
FedEx Use Only

8 Release Signature _____
Signature required to release delivery without obtaining signature.
Signature required to release delivery without obtaining signature.

**ARTICLES OF INCORPORATION
KCS, INC.**

The undersigned, acting as incorporator of KCS, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is KCS, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

436 South Lakewood Run Drive
Ponte Vedra Beach, FL 32082

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually, commencing on July 23, 2002, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Camerlengo & Driver, P.A.
4741 Atlantic Boulevard, Suite D
Jacksonville, Florida 32207
904-306-9220

FILED
2002 JUL 26 AM 10:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
07-23-02

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator are:

Name

Address

G. Ray Driver, Jr.

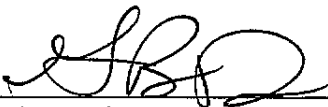
4741 Atlantic Boulevard, Suite D
Jacksonville, Florida 32207

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.



G. Ray Driver, Jr., Incorporator

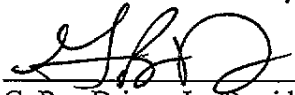
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2002 JUL 26 AM 10:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: July 23, 2002

INTREPID REGISTERED AGENT SERVICES, LLC

By: 
G. Ray Driver, Jr., President

FILED
2002 JUL 26 AM 10:06
UNION CHAMBER OF COMMERCE
TALLAHASSEE, FLORIDA