



**B. ELAINE JONES
& ASSOCIATES, P.A.**

*Criminal • General Civil • Social Security
Family Law • Employment Law • Wills • Trusts & Probate*

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August 14, 2002

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

Re: Incorporation Papers for
KM Phoenix Enterprises, Inc.

500007198515-9
-08/19/02--01050--014
*****70.00 *****70.00

Dear Division:

Enclosed please find original Articles of Incorporation, and a copy of the Waiver of Notice of the Organizational Meeting along with a duplicate copy of the Articles of Incorporation which I would appreciate you clocking in and returning to me. I have also enclosed a check in the amount of \$70.00 for the filing fee. If you have any questions, please do not hesitate to contact this office.

Thank you for your time and attention to this matter.

Sincerely,

Carol Cooper, Secretary to
B. Elaine Jones, Esq.

Enclosures

cc: KM Phoenix Enterprises, Inc.

5/20

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 19 AM 9:58

ARTICLES OF INCORPORATION

1. The name of the corporation shall be: KM PHOENIX ENTERPRISES, INC.
2. The purpose for which this corporation is organized is Marketing/Advertising on Internet.
3. The principal place of business and mailing address of the corporation is:
Principal place of business: 751 W. Lumsden Rd., Brandon, FL 33511
Mailing address: 751 W. Lumsden Rd., Brandon, FL 33511
4. The corporation shall have authority to issue 100 shares of common stock, in one class only.
5. The registered agent of the corporation is Nathan Kelley and the registered street address is 751 W. Lumsden Rd., Brandon, FL 33511.
6. The initial Board of Directors shall have 1 member(s) whose name(s) and address(es) is/are as follows: Nathan Kelley, 751 W. Lumsden Rd., Brandon, FL 33511 and Bernard Morning, 12315 Dawn Vista Dr., Riverview, FL 33569. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
7. The incorporators of this corporation are Nathan Kelley whose street address is 751 W. Lumsden Rd., Brandon, FL 33511 and Bernard Morning whose street address is 12315 Dawn Vista Dr., Riverview, FL 33569.

DATED

7/30/02

Bernard Morning
Incorporator

DATED

7/30/02

Nate Kelley
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

DATED

7/30/02

Nate Kelley
Registered Agent

WAIVER OF NOTICE
OF THE ORGANIZATIONAL MEETING
OF
KM PHOENIX ENTERPRISES, INC.

COPY

We, the undersigned incorporators named in the certificate of incorporation of the above-named corporation hereby agree and consent that the organizational meeting of the corporation be held on the date and time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting: 751 W. Lumsden Rd., Brandon, FL 33511

Date of meeting: July 26, 2002

Time of meeting: 5:00 p.m.

Dated: July 23, 2002

FILED
CLERK OF COURT
02 AUG 19 AM 9:58

[Signature]
Incorporator

[Signature]
Incorporator