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FLORIDA PROFIT CORPORATION OR P.A.

kcb holdings inc.,

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F. O'NEILL NOV. 4

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**ARTICLES OF INCORPORATION
OF
KCB HOLDINGS INC.,**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, and the pertinent subsections of the Florida Statutes as same may now or hereafter exist, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of this corporation shall be KCB HOLDINGS INC.,

**ARTICLE II:
STREET ADDRESS OF CORPORATIONS PRINCIPAL OFFICE,
CORPORATIONS MAILING ADDRESS, NAME AND ADDRESS OF INITIAL
REGISTERED AGENT.**

The street address and mailing address of the corporation's principal office is:
7650 Gibraltar Court North
St. Petersburg, FL 33709

The name and address of the Initial Registered Agent is:
John P. Joseph, Esquire
5501-31st. Street South
St. Petersburg, FL 33712

ARTICLE III: PURPOSE

The purposes for which the corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV: CORPORATE POWERS

The corporation shall have and exercise all powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in all the applicable laws of the State of Florida and the United States of America.

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ARTICLE V: DURATION

The period of its duration is perpetual.

ARTICLE VI: INCORPORATORS

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

Paul G. Joseph
220 Key Colony Beach Causeway
Key Colony Beach, Florida 33051

ARTICLE VII: CAPITOL STOCK

This corporation is authorized to issue One Thousand (1000) shares of stock having a par value of one cent (\$.01) per share.

ARTICLE VIII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All Corporate powers shall be exercised by and under authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify any Director, Officer, or former Director and Officer, against expenses actually and necessarily incurred by him/her or any amount paid in satisfaction of judgments in connection with any suit or proceeding, whether civil or criminal in nature, in which he/she is made a party by reason of being or having been such Director or Officer.

ARTICLE X: DIRECTORS

The Board of Directors shall consist of one director initially with the number specified in or fixed in accordance with the by-laws of the Corporation.

ARTICLE XI: AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendments hereto, and to enact By-Laws, the in manner now or hereafter prescribed by law and all rights conferred on Directors and Officers herein are granted subject to this reservation.

ARTICLE XII: INFORMAL ACTION OF SHAREHOLDERS

If the required majority of the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of November 2002.


Paul G. Joseph

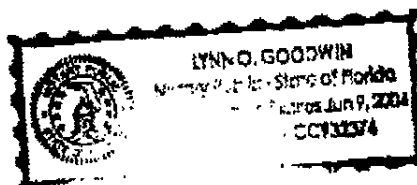
STATE OF FLORIDA
COUNTY OF MONROE

ACKNOWLEDGEMENT

Paul G. Joseph, on behalf of the Corporation, acknowledged the foregoing instrument before me this 4th day of November, 2002. He is personally known to me ☒ or has produced _____ as identification and did not or did not take an oath. He executed the foregoing Articles of Incorporation freely and of his own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 4th day of November 2002.


Name of Notary



MY COMMISSION EXPIRES:

CERTIFICATE OF DESIGNATION

Designating place of business or domicile for the service of process within Florida, naming agent upon who process may be served. In compliance with the Florida Statutes the following is submitted:

That KCB HOLDINGS INC., desiring to organize and or qualify under the laws of the State of Florida, with its principal place of business at the city of Key Colony Beach Florida has named John P. Joseph, Esquire 5501 31st. Street South, St. Petersburg, Florida 33712, as its Registered Agent to accept service of process within Florida.


Paul G. Joseph

11/4/02
Date

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607 of the 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.

The name of the corporation: KCB HOLDINGS INC.,

The name and address of the registered agent and office is:
John P. Joseph, Esquire
5501 31st Street South
St. Petersburg, Florida 33712

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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE

TOTAL P.06

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OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS
OF MY POSITION AS REGISTERED AGENT.


John P. Joseph, Esquire
REGISTERED AGENT

Date: 11/4/02

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John P. Joseph, Esquire whose office is located at 5501-31st. Street South St.
Petersburg, Florida 33712. Florida Bar Number #0807274

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