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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**kline & oppenheimer inc.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

OF

KLINE & OPPENHEIMER INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

### ARTICLE I

The name of this corporation shall be: KLINE & OPPENHEIMER INC.

### ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

### ARTICLE III

The principal place of business of this corporation: 25 S.E. 2nd Avenue, Suite 1148, Miami, FL 33131.

### ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000,000 (one million) common stock and 1,000,000 (one millio) preferred stock each with 1.00 par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be two (2) class of stock of this corporation.

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## ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Zendo Capital Inc. 1717 N. Bayshore Drive, Suite 3452, Miami, FL 33132.

## ARTICLE VII

The name and address of the officers and initial board of directors shall be:

### PRESIDENT

Tina Theuermeister

1717 N. Bayshore Drive, Suite 3452  
Miami, FL 33132

### VICE-PRES

Wolf Theuermeister

1717 N. Bayshore Drive, Suite 3452  
Miami, FL 33132

### TREASURER

Heidrun Baumgartner

1717 N. Bayshore Drive, Suite 3452  
Miami, FL 33132

## ARTICLE VIII

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

Empire Corporate Kit of America, Inc.  
2444 N.W. 7<sup>TH</sup> PLACE  
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 25th day of NOVEMBER, 2002.

  
INCORPORATOR

Ray Stormont Signing for  
Empire Corporate Kit of America, Inc.

TOTAL P.04

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT / REGISTERED OFFICE**

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Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits, organized under the statement in designating the registered office/registered agent, in the State of Florida.

First that

**Kline & Oppenheimer Inc.**

(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation, has named

**ZENDO CAPITAL INC**

(Name of Registered Agent)

located at: 1717 N. Bayshore Drive, Suite 3452, Miami, FL 33132

City of MIAMI County of MIAMI-DADE

State of Florida, as its agent to accept service of process within this state.

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 THE 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:

Registered Agent

ZENDO CAPITAL INC.  
Wolf Theuermeister, VP, CEO  
1717 N. Bayshore Drive, Suite 3452,  
Miami, FL 33132

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