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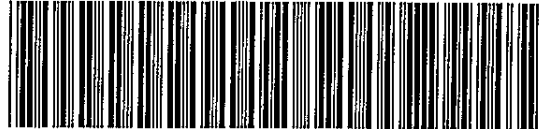
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03 JAN -3 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

# COFFIELD & ASSOCIATES, P.A.

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P. COLLEEN COFFIELD  
ADMITTED IN FLORIDA AND LOUISIANA

1719 SOUTH COUNTY HIGHWAY 393  
SANTA ROSA BEACH, FLORIDA 32459  
(850) 622-1141  
FAX (850) 622-1144  
cclawrb@aol.com

December 30, 2002

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: *Kinney, Inc.*

Dear Sir/Ma'am:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of Registered Agent, for the above referenced corporation. Also, enclosed is a check in the amount of \$78.75 for the filing fee. Upon filing, please return the copy of the stamped Articles to me using the self-addressed, stamped envelope provided.

If you have any questions, please contact me. Thank you for your assistance in this matter

Sincerely,



P. Colleen Coffield

PCC/wlg

Enclosures

**ARTICLES OF INCORPORATION  
OF  
KINNEY, INC.**

FILED  
03 JAN -3 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**Article I - Name**

The name of this corporation is **KINNEY, INC.**

**Article II - Duration**

This corporation shall exist perpetually, commencing upon filing.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV - Address**

The initial principal place of business of this corporation is 231 Willow Ave., Freeport, FL 32439 and the mailing address of this corporation is 231 Willow Ave., Freeport, FL 32439.

**Article V - Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 per share.

**Article VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

#### **Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 231 Willow Ave., Freeport 32439 and the name of the initial registered agent of this corporation at that address is Sean D. Kinney.

#### **Article VIII - Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The name and address of the initial director of this corporation is:

Sean D. Kinney                      231 Willow Ave., Freeport, FL 32439

#### **Article IX - Incorporator**

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

Sean D. Kinney                      231 Willow Ave., Freeport, FL 32439

#### **Article X - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### **Article XI - Indemnification**

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

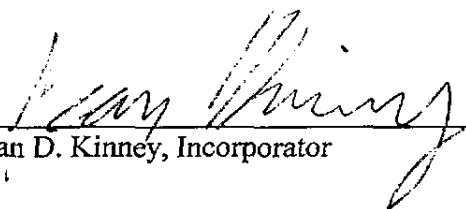
#### **Article XII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

### **Article XIII - Restriction on Transferability of Stock**

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

The undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of December, 2002.

  
Sean D. Kinney, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
03 JAN -3 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is:

Kinney, Inc.

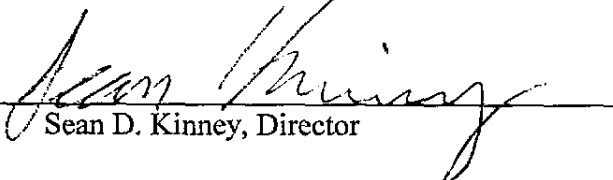
2. The name and street address of the registered agent and office is:

Sean D. Kinney                      231 Willow Ave., Freeport, FL 32439

and the mailing address of the registered agent is:

231 Willow Ave., Freeport, FL 32439

Signature

  
Sean D. Kinney, Director

Date 12-30-02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

  
Sean D. Kinney

Date 12-30-02