

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

The Kesterson Group, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION
OF
THE KESTERSON GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be **THE KESTERSON GROUP, INC.**, hereinafter referred to as the "corporation".

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue one thousand (1,000) shares of common stock with a par value of One (\$1.00) Dollar per share. The Board of Directors may sell unissued stock to the shareholders, but they must first offer any unissued stock to the existing shareholders on a prorata basis.

Gregg M. Casalino, Esq.
Florida Bar No. 0056250
3111 Cardinal Drive
Vero Beach, Florida 32963

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ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 6597 Via Regina, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The officers of the Corporation shall be:

Matthew C. Kesterson	President
Suzanne Kesterson	Vice-President Secretary/Treasurer

ARTICLE VIII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE IX

The name and address of the director will be:

<u>NAME</u>	<u>ADDRESS</u>
Matthew C. Kesterson	6597 Via Regina Boca Raton, FL 33433

This director shall hold office until the first annual meeting or until his successor is elected or appointed and qualified as provided in the By-Laws.

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ARTICLE X

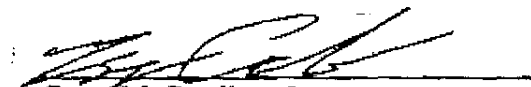
The name and address of the incorporator is:

Gregg M. Casalino
3111 Cardinal Drive
Vero Beach, Florida 32963

ARTICLE XI

The initial registered office of the corporation is located at 3111 Cardinal Drive, Vero Beach, Florida 32963, and the registered agent for service of process at that address, within this state shall be Gregg M. Casalino.

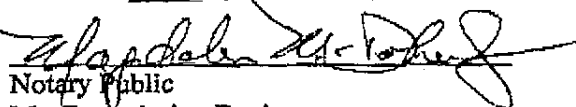
IN WITNESS WHEREOF, I have hereunto set our hand and seal this 6th day of February, 2003.


Gregg M. Casalino, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared Gregg M. Casalino to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Vero Beach, Indian River County, Florida, this 6 day of February, 2003.


Notary Public
My Commission Expires:



Magdalen M. Doherty
My Commission DD634380
Expires June 17 2005

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CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Gregg M. Casalino

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