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W-10147

LAW OFFICES

HARBSMEIER, DEZAYAS, APPEL & HARDEN LLP

5116 SOUTH LAKELAND DRIVE
POST OFFICE BOX 6069 [33807]
LAKELAND, FLORIDA 33813

TELEPHONE: (863) 619-7330
FACSIMILE: (863) 619-7303
WEBSITE: WWW.HDALAW.COM

March 3, 2004

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: K & G Management, Inc.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced professional association for filing, together with our check in the amount of \$78.75.

I would appreciate your filing this professional association and return a certified copy in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to call.

Cordially,



for

Bruno F. DeZayas

BFD/he
Enclosures

ADDITIONAL OFFICES:

THE INTERNATIONAL BUILDING • 2455 EAST SUNRISE BOULEVARD • SUITE 511 • FT. LAUDERDALE, FLORIDA 33069 • PHONE (954) 785-7169
2888 MAHAN DRIVE • SUITE 7 • TALLAHASSEE, FLORIDA 32308 • PHONE (850) 205-6340 • FAX (850) 205-6342



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 12, 2004

BRUNO F. DEZAYAS, ESQ.
P. O. BOX 6069
LAKELAND, FL 33813

SUBJECT: K & G MANAGEMENT, INC.
Ref. Number: W04000010147

We have received your document for K & G MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 304A00016793

ARTICLES OF INCORPORATION
OF
PASSTHRU MANAGEMENT, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PASSTHRU MANAGEMENT, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of buy-sell-manage real estate or any other lawful business and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 7015 Doehring Drive, Lakeland, Florida 33810. The registered agent of this corporation shall be Keri Grasso, 7015 Doehring Drive, Lakeland, Florida 33810.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Keri Grasso	7015 Doehring Drive
	Lakeland, Florida 33810

ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Keri Grasso, 7015 Doehring Drive, Lakeland, Florida 33810.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

ARTICLE X - PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for

money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of March, 2004.

Keri Grasso
KERI GRASSO

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared KERI GRASSO who is to me well known and to be the person described in and who executed and subscribed the above Articles of Incorporation, and she did so freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 17th day of March, 2004.



Helen W. Edgar
MY COMMISSION # CC920461 EXPIRES
April 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Helen W. Edgar
Notary Public/State of Florida
Helen W. Edgar
Printed Notary Name

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is PASSTHRU MANAGEMENT, INC.
2. The name and address of the registered agent is:

Keri Grasso
7015 Doehring Drive
Lakeland, Florida 33810

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

Signature:


Keri Grasso

Date:

3/17/04

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TALLAHASSEE, FLORIDA