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(Business Entity Name)

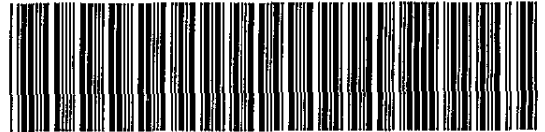
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2544  
W04-11010



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03/15/04--01092--002 \*\*78.75

FILED  
2004 APR 19 PM 5:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

4/19/04

JOHN L. KORTHALS  
Attorney at Law

1401 East Atlantic Blvd.  
Pompano Beach, FL 33060

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korthals.law@mindspring.com

March 12, 2004

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: H & D Properties, Inc.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for H & D Properties, Inc., together with our Trust Account Check No. 10303 in the amount of \$78.75, to cover the cost of the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$ 78.75

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,

  
JOHN L. KORTHALS

JLK/mt  
Enclosures

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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2004 APR 19 PM 5:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 18, 2004

JOHN L. KORTHALS, ESQ.  
1401 EAST ATLANTIC BLVD.  
POMPANO BEACH, FL 33060

SUBJECT: H & D PROPERTIES, INC.  
Ref. Number: W04000011010

We have received your document for H & D PROPERTIES, 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 404A00018212

RECEIVED  
04 APR 19 PM 2:41  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KMA PROPERTY AND MANAGEMENT, INC.**

**FILED**  
2004 APR 19 PM 5:44  
CLERK OF STATE  
TALLAHASSEE FLORIDA

**Article 1 - Name**

The name of this corporation is KMA Property and Management, Inc.

**Article 2 - Duration**

This corporation shall exist perpetually.

**Article 3 - Purpose**

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

**Article 4 - Capital Stock**

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

**Article 5 - Initial Registered Office and Agent**

The street address of the initial principal office of this corporation is 121 SE 9<sup>th</sup> Court, Pompano Beach, FL 33060. The initial Registered Agent of this corporation is DAVID APPLGATE, whose street address is 121 SE 9<sup>th</sup> Court, Pompano Beach, FL 33060.

**Article 6 - Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

David Applegate  
3097 NW 72<sup>nd</sup> Avenue  
Margate, FL 33063

Harley Lewin  
12561 N. Stonebrook Circle  
Davie, FL 33330

#### **Article 7 - Incorporator**

The name and address of the person signing these articles is:

David Applegate  
3097 NW 72<sup>nd</sup> Avenue  
Margate, FL 33063

#### **Article 8 - Voting Rights**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

#### **Article 9 - By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

#### **Article 10 - Calling of Special Meetings**

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

#### **Article 11 - Shareholder Quorum and Voting**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **Article 12 - Powers**

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

#### **Article 13 - Director Quorum and Voting**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted

upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.


**Article 14 - Action by Directors Without a Meeting**

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

**Article 15 - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

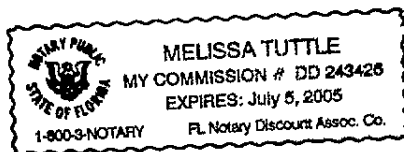
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16<sup>th</sup> day of April, 2004.

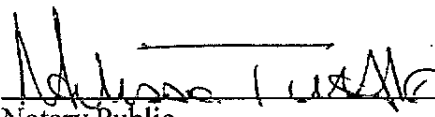
  
\_\_\_\_\_  
DAVID APPEGATE

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVID APPEGATE, known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 16<sup>th</sup> day of April, 2004.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to Chapters 48.091(1) and 607.034 of the Florida Statutes:

KMA Property and Management, Inc., desiring to organize under the laws of the State of Florida, being in the County of Broward, at 121 SE 9<sup>th</sup> Court, Pompano Beach, FL 33060, has named DAVID APPLGATE, located at the same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 A.M. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 16<sup>th</sup> day of April, 2004.

  
\_\_\_\_\_  
DAVID APPLGATE

**FILED**  
2004 APR 19 PM 5:44  
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TALLAHASSEE FLORIDA