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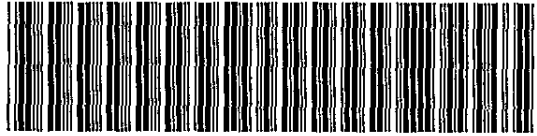
(Business Entity Name)

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2005 FEB 28 PM 3:24  
STATE  
TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

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2005 FEB 28 PM 3: 24

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: KEDUOLAZ CORP.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Ira S. Wiesner, Esq.  
Name (Printed or typed)

1800 Second Street, Ste. 870  
Address

Sarasota, Florida 34236  
City, State & Zip

(941) 365-9900  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

EFFECTIVE DATE

02/24/05

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Articles of Incorporation**

of

**KEDUOLAZ CORP.**

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, pursuant to the requirements of Florida law, in particular Florida Statutes Section 607.1801, hereby files with the Florida Department of State these Articles of Incorporation, for the purpose of domestication of **KEDUOLAZ CORP.** under the laws of the State of Florida.

ARTICLE I

NAME & ADDRESS: The name of this Corporation is **KEDUOLAZ CORP.** The Corporation's business and mailing address shall be:

1800 Second Street, Ste. 870  
Sarasota, FL 34236

ARTICLE II

CORPORATE PURPOSES: The corporate purpose is to engage in any lawful acts, activities or businesses for which corporations may be organized under the laws of the State of Florida or the United States.

### ARTICLE III

CAPITAL STOCK: The shares of stock of this Corporation shall consist of only one class. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Hundred and Sixty (160) shares of Common Stock having no par value.

Pre-emptive rights will be granted to shareholders to purchase pro-rata any additional shares of common stock authorized to be issued hereunder.

### ARTICLE IV

TERM OF EXISTENCE: This Corporation is to exist perpetually.

### ARTICLE V

ADDRESS: The initial street address of the registered office of this Corporation in the State of Florida is: 1800 Second Street, Suite 870, Sarasota, Florida 34236. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at aforesaid address shall be IRA STEWART WIESNER, ESQ.

### ARTICLE VI

INITIAL DIRECTORS: All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The number of Directors may be modified from time to time by By-Laws adopted by the Shareholders.

The name and street address of the member of the first board of directors is:

Mark Zaloudek . . . 3334 Thornwood Road, Sarasota, Florida 34231

ARTICLE VII

INCORPORATORS: The name and street address of the Incorporator of these Articles of Incorporation is as follows:


Ira S. Wiesner, Esq.  
Wiesner Associates, Advocates in Aging  
1800 Second Street, Suite 870  
Sarasota, Florida 34236

ARTICLE VIII

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the shares entitled to vote thereon.


ARTICLE IX

The effective date of incorporation shall be February 24, 2005.

  
\_\_\_\_\_  
Ira S. Wiesner  
"INCORPORATOR"

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
\_\_\_\_\_  
Signature/Registered Agent/Incorporator

2/24/05  
Date  
2005 FEB 28 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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