

JUN 1 2006 3:06PM

CAPITAL CONNECTION

P. 1

**P06000076152**

Florida Department of State  
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Account Name : YOUR CAPITAL CONNECTION, INC.  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

### KOTA HOLDINGS, INC.

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ARTICLES OF INCORPORATION OF

KOTA HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

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ARTICLE ONE

NAME

The name of the corporation is KOTA HOLDINGS, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 2355 NE Ocean Blvd, Unit 8B, Stuart, Florida 34996.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE FOUR

PURPOSE OR PURPOSES AND CORPORATE POWERS

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all the rights and powers now or subsequently conferred upon such corporations.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Three Thousand (3,000) Shares. Such shares shall be of a single class, and shall have par value of \$.01 per share.

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## ARTICLE SIX

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 614 SE Central Parkway, Stuart, Florida 34994, and the name of its initial registered agent at such address, is JOSEPH D. GROSSO, JR., ESQ.

## ARTICLE SEVEN

### DIRECTORS

The number of directors constituting the corporation's initial board of directors is One. The name and address of each person who is to serve as a member of the initial board of directors is: DANIEL J. STEINBERG, whose address is 2355 NE Ocean Blvd, Unit 8B, Stuart, Florida 34996. The initial Director shall hold office until his/her successor is elected and qualified as provided in the bylaws.

## ARTICLE EIGHT

### INCORPORATORS

The name and address of the incorporator is JOSEPH D. GROSSO, JR., ESQ., whose address is 614 SE CENTRAL PARKWAY, Stuart, Florida 34994

## ARTICLE NINE

### BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

## ARTICLE TEN

### DISSOLUTION

The corporation may be dissolved at any time: (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each

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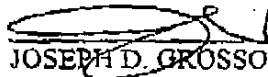
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shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

NOW THEREFORE, the undersigned incorporator of this Corporation, has executed these Articles of Incorporation at Palm Beach County, Florida, this 31 day of May, 2006.

  
JOSEPH D. GROSSO, JR., ESQ., INCORPORATOR

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

\*\*\*\*\*

Pursuant to Florida Statutes, and in compliance with the Florida Business Corporation Act, the following is submitted:

KOTA HOLDINGS, INC., with its place of business 2355 NE OCEAN BLVD, UNIT 8B, STUART, FLORIDA 34996 has named JOSEPH D. GROSSO, JR., ESQ., located at 614 SE CENTRAL PARKWAY, STUART, FLORIDA 34994 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated May 31, 2006.

  
Joseph D. Grosso, Jr., Esq.

REGISTERED AGENT

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