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PLEASE REPLY TO  
CORAL SPRINGS OFFICE

June 13, 2006

Department of State  
DIVISION OF CORPORATIONS  
P O Box 6327  
Tallahassee FL 32314

RE: **K.S. SMITH, INC.**  
**Our File No.: 06-068**  
**Client No.: 000505**

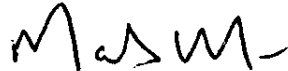
To Whom it May Concern:

Enclosed please find for its filing an original and one copy of the article of incorporation of **K.S. SMITH, INC.** and a check for \$70.00.

If you need any further information do not hesitate to contact the undersigned.

Very truly yours,

**BENSON, MUCCI, & ASSOCIATES**



Mark S. Mucci  
For the Firm

MSM/jj  
enc.

cc: Karl Stephen Smith, Sr.  
Karl Stephen Smith, II.  
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**ARTICLES OF INCORPORATION**

**OF**

**K.S. SMITH, INC.**

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, *FLORIDA BUSINESS CORPORATION ACT* AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I.**  
**NAME OF THE CORPORATION.**

The name of the Corporation is and shall be:

**K.S. SMITH, INC.**

**ARTICLE II.**  
**GENERAL PURPOSE OF THE CORPORATION.**

The general purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

**ARTICLE III.**  
**PRINCIPAL PLACE OF BUSINESS.**

The principal place of business of the corporation shall be at  
5603 N. State Road 7  
Fort Lauderdale, Florida 33319

**ARTICLE IV.**  
**REGISTERED OFFICE AND REGISTERED AGENT.**

The initial registered office of the corporation shall be at

5561 N. University Drive  
Suite 102  
Coral Springs Florida 33067

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and the registered agent at that office shall be Mark S. Mucci

**ARTICLE V.**  
**CAPITAL STOCK.**

There should be only one (1) class of shares. The total number of shares of stock which the Corporation shall have written to issue shall be:

ONE HUNDRED (100) SHARES  
of  
COMMON STOCK  
With a Par Value of \$1.00 Per Share  
[the "Common Stock"]

**ARTICLE VI.**  
**INCORPORATIONS.**

The name and address of each incorporator is as follows:

**NAME OF INCORPORATOR**

**ADDRESS**

Mark S. Mucci

5561 N. University Drive  
Suite 102  
Coral Springs Florida 33067

**ARTICLE VII.**  
**NUMBER OF DIRECTORS.**

The Board of Directors of the Corporation shall consist of the two (2) directors serving on the initial Board of Directors. The number of directors of the Corporation may be changed from the number of directors serving on the initial Board of Directors at any time in accordance with the By-Laws of the Corporation. The names of the initial directors are:

Karl Stephen Smith, II.

**ARTICLE VIII.**  
**EXERCISE OF CORPORATE POWERS.**

All corporate powers shall be exercised by or under authority of and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

**ARTICLE IX.**  
**QUALIFICATION AND COMPENSATION OF DIRECTORS.**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the Board of Directors shall be fixed by the Board of Directors.

**ARTICLE X.**  
**REMOVAL OF DIRECTORS.**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

**ARTICLE XI.**  
**PREEMPTIVE RIGHTS.**

The holders of the common stock of this Corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

**ARTICLE XII.**  
**ACTION BY DIRECTORS WITHOUT A MEETING.**

Any action which may be taken at meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee.

**ARTICLE XIII.**  
**AMENDMENT OF ARTICLES OF INCORPORATION.**

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes.

**ARTICLE XIV.**  
**GENERAL POWERS.**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

**ARTICLE XV.**  
**OFFICERS.**

The officers of this Corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

**ARTICLE XVI.**  
**DURATION OF CORPORATION EXISTENCE.**

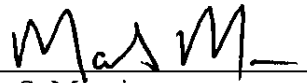
This Corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE XVII.**  
**COMMENCEMENT OF CORPORATE EXISTENCE.**

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 15 day of June, 2006 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of June, 2006.

**INCORPORATOR:**

  
Mark S. Mucci

**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Mark Mucci, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

**WITNESS** my hand and official seal in the County and State last aforesaid this 15 day of \_\_\_\_\_, 2006.

  
NOTARY PUBLIC



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

*In pursuance of Chapter 607.0501 & Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:*

That KSS HOLDINGS, INC. a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, in the City of Fort Lauderdale, Broward County, Florida, has named Mark S. Mucci, Esq located at 5561 N. University Drive, Coral Springs, FL 33067, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been so named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Registered Agent

Date : June 15

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TALLAHASSEE, FLORIDA