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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton DEC - 1 2006

COVER LETTER

TO: Registration Section
Division of Corporations
P.O. Box 6327 Clifton Building
Tallahassee, FL 32314

**SUBJECT: Articles of Incorporation: KMA Capital Mergers & Acquisitions, Inc.
A Florida for Profit Corporation.**

The enclosed Articles of Incorporation **in duplicate** and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Doug Calaway
KMA Capital Partners, Inc.
7658 Municipal Drive
Orlando, FL 32819

For further information concerning this matter, please call:
Daniel Lyford at (407) 574-5224.

Sincerely,



Doug Calaway
Incorporator

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee
 - ☒ \$35.00 Designation of Registered Agent
 - ☒ \$ 8.75 Certificate of Status
- (Make checks payable to Florida Department of State)

**ARTICLES OF INCORPORATION
OF
KMA CAPITAL MERGERS & ACQUISITIONS, INC.**

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is:
KMA Capital Mergers & Acquisitions, Inc.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is located at the following street address:

7658 Municipal Drive
Orlando, FL 32819

The name of the initial registered agent of the Company at the registered office named above is: **Doug Calaway.**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.



**Doug Calaway, Registered Agent's
Signature (REQUIRED)**

**ARTICLE III
OBJECTS AND PURPOSES**

The Corporation may transact all such business, and engage in any act or activity, and exercise all powers permitted to corporations by the Florida Business Corporation Act incident, necessary or appropriate to the foregoing or to the accomplishment of such objects, purposes and powers.

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TALLAHASSEE, FLORIDA

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ARTICLE IV PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is:

7658 Municipal Drive
Orlando, FL 32819

ARTICLE V CAPITAL STOCK

- 5.1 Total Number of Shares.** The Corporation shall have authority, to be exercised by the Corporation's board of directors (hereinafter the "Board of Directors"), to collect and re-issue no more than one thousand (1,000) shares of capital stock (the "Shares"), consisting of the following classes:
- (i) 1,000 Shares of common stock, No par value per share ("Common Stock").
- 5.2 Dividends.** Dividends upon all classes and series of Shares shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefore, which funds shall include, without limitation, the Corporation's capital surplus. Dividends upon any class or series of Shares may be paid in cash, property, or shares of any class or series of or other securities or evidences of indebtedness of the Corporation or any other issuer, as may be determined by resolution or resolutions of the Board of Directors.
- 5.3 Transfer Restrictions.** Written restrictions on the transfer or registration of transfer of the Corporation's Shares, securities or evidences of indebtedness or any interest therein may be imposed by the Corporation, entered into as part of an agreement, adopted as Bylaws, or recognized by the Corporation as the Corporation's Board of Directors may determine by resolution or resolutions. Any such transfer restrictions shall be noted conspicuously on the certificate or other evidence of such Shares, securities, indebtedness or any interest therein. The Corporation may from time to time enter into any agreement to which all, or less than all, holders of record of the Corporation's issued and outstanding Shares are parties, restricting the transfer or registration of transfer of any or all of the Corporation's Shares, upon such reasonable terms and conditions as may be approved by resolution or resolutions adopted by the Corporation's Board of Directors.
- 5.4 Derivative Securities.** The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and

any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right or option. The Board of Directors' judgment shall be conclusive as to the adequacy of the consideration received for any such rights or options.

- 5.5 Preemptive Rights.** No holder of Shares of Corporation Common Stock shall have, as a matter of right, the preemptive right to subscribe for, purchase or receive any Corporation Shares of any kind, class or series or any Corporation securities or obligations which are convertible into Shares, whether now or hereafter authorized. Holders of Shares other than Common Stock shall not have any preemptive rights.

ARTICLE VI BOARD OF DIRECTORS

- 6.1 Number of Directors.** The Board of Directors shall consist of not less than one (1), nor more than seven (7) members.
- 6.2 Initial Board of Directors.** The Board of Directors shall consist of three (3) members whose names and addresses are as follows:

Doug Calaway	7658 Municipal Drive, Orlando, FL 32819
Marty Stein	7658 Municipal Drive, Orlando, FL 32819
Franco Ferrari	142 Wilshire Blvd., Casselberry, FL 32708

- 6.3 Reliance upon Records, etc.** A member of the Board of Directors, or a member of any committee designated by the Board of Directors, shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees or committees of the Board of Directors, or by any person as to matters the member reasonably believes are within such other person's professional, expert or other competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE VII LIMITATION OF DIRECTOR LIABILITY

- 7.1** A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability:
- a) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
 - b) for acts or omissions which involve intentional misconduct or a knowing violation of law;
 - c) of the types set forth in Section 607.0850 of the Florida Business Corporation Act; or

- d) for any transaction from which the director received an improper personal benefit.

- 7.2 Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.
- 7.3 If the Florida Business Corporation Act is amended, after this Article becomes effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.
- 7.4 In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII INDEMNIFICATION

- 8.1 **Right to Indemnification.** To the extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify each Person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending, or completed action, suit or proceeding against the Corporation, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact:
 - (i) that he or she is or was a director or officer of the Corporation, or
 - (ii) that he or she, being at the time a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other entity.
- 8.2 **Relationship to Other Rights and Provisions Concerning Indemnification.** The rights to indemnification and to the advancement of expenses conferred in this Article IX shall not be exclusive of any other right which any Person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The Bylaws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article IX.

ARTICLE IX SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred herein and by law, the following provisions for regulation of the Corporation, its directors and shareholders are hereby established:

- 9.1 **Transactions with Certain Persons.** No contract or other transaction between the Corporation and one or more of its directors or officers or between the Corporation or any other Person, corporation, firm, association or entity in which one or more of its directors or officers are directors or officers or are financially interested, shall be void or voidable because of such relationship or interest, or because such director or officer is present at or participates in a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if such contract or transaction is permitted by the Florida Business Corporation Act, as now or hereafter in effect.
- 9.2 **No Liability of Shareholders.** The holders of Corporation Shares shall not be personally or otherwise liable to any extent whatsoever for the payment of the Corporation's debts, liabilities and obligations, and the private property of the holders of Corporation Shares shall not be subject to the payment of the Corporation's debts, liabilities and obligations to any extent whatsoever.
- 9.3 **Amendments.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or these Articles, and all rights conferred upon shareholders herein are granted subject to this reservation.
- 9.4 **Bylaws.** The Corporation's Board of Directors is authorized and empowered to amend, alter, change or repeal the Corporation's Bylaws and to adopt new Bylaws.

ARTICLE X INCORPORATOR

The initial Incorporator's name and address:

Doug Calaway
7658 Municipal Drive
Orlando, Florida 32819

IN WITNESS WHEREOF, the undersigned has executed these First Amended Articles of Incorporation this 6th day of November in the year 2006.



Doug Calaway
Its: Incorporator, Secretary and Director
Duly Authorized