

JAMES H. WALKER P.A., INC.

16115 SW 117th Avenue, Suite 25
Miami, Florida 33177
(305) 253-8713

P9500020573

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

FILED
MAR 13 1995
TALLAHASSEE, FL 32314

Re: KALEBACHS NETWORK, INC.

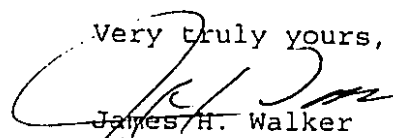
Gentlemen:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation of the above referenced corporation and a Certificate of Registered Agent. Enclosed please find a check for \$122.50 for the following items:

Filing Fee for Articles of Incorporation	\$ 35.00
Filing Fee for Certificate of Registered Agent	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

Please return the certified copy to the undersigned.

Very truly yours,



James H. Walker
c/o James H. Walker P.A., Inc.
16115 SW 117 Ave., #25
Miami, Fl. 33177

Enclosed: Original and one copy of Articles of Incorporation, Certificate of Registered Agent.

FILED
95 MAR 13 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FL 32314

T. BROWN MAR 14 1995

ARTICLES OF INCORPORATION

FOR

KALBACHS NETWORK, INC.

FILED
95 MAR 13 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be KALBACHS NETWORK, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act. The principal office address is at 16231 S.W. 101 AVE. Miami, Florida 33157.

ARTICLE III

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be located at 16231 S.W. 101 AVE. Miami, Florida 33157. The initial registered agent at that address shall be Robert C. Kalbach, social security #267-90-3552. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until their successors are duly elected and have qualified, shall be:

Robert C. Kalbach
16231 S.W. 101 Ave.
Miami, Florida 33157

President

The principal mailing address shall be: the same.

ARTICLE VIII

The name and address of the Incorporator is Robert C. Kalbach, social security #267-90-3552, 16231 S.W. 101 Ave. Miami, Florida 33157.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

by law.

of March, 1995.

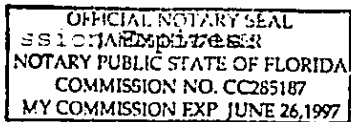
Robert C. Kalbach
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

for the purpose herein expressed.

aforesaid this 07th day of March, 1995

Notary, Public
State of Florida



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

In compliance with the laws of Florida, the following
submitted:

First, that KALBACHS NETWORK, INC. desiring to organize
under the laws of Florida, has named Robert C. Kalbach, of
16231 S.W. 101 Ave. City, of Miami, County of Dade, State of
Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the
above corporation at the place designated in this certificate,
the undersigned hereby accepts the same and agrees to act in this
capacity, and agrees to comply with the provisions of Florida
law relative to keeping the registered office open.

By Robert C. Kalbach
Robert C. Kalbach
Registered Agent

DATED: This 07th day of March, 1995.

95 MAR 13 PM 12:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA