

P95000023525

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PAID
95 MAR 23 PM 1:42
TALLAHASSEE, FL 32301

RE: KLC Group, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN
Will Pick Up 3:23 1200

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
KLC GROUP, INC.**

FILED
95 MAR 23 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is KLC GROUP, INC., whose place of business is located at 960 Oakview Road, Tarpon Springs, Florida 34689.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the

provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Dickinson III, and the address of the initial registered office of this corporation is 33920 U.S. 19 No., Suite 200, Palm Harbor, Florida 34684.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have not less than one director(s) and/or officer(s) initially. The number of directors and/or officers may be increased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kenneth L. Chapman	960 Oakview Road Tarpon Springs, FL 34689	President
Marilyn J. Chapman	960 Oakview Road Tarpon Springs, FL 34689	Director/Secretary/ Treasurer

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Marilyn J. Chapman	960 Oakview Road Tarpon Springs, FL 34689

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right, by a majority vote of shareholders, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

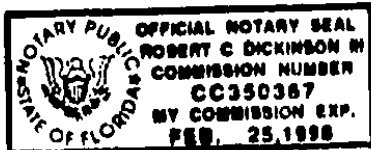
IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 22 day of March, 1995.


Marilyn J. Chapman, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Marilyn J. Chapman, to be the person who executed the foregoing Articles of Incorporation who is personally known to me or who has produced N/A per Subg. as identification and who did take an oath and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of March, 1995.




Print Name:
Notary Public
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept services for process for KLC Group, Inc. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


ROBERT C. DICKINSON III

95 MAR 23 PM 1:42
MAR 23 1995
MAR 23 1995

P95000023525

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

KENNETH L. CHAPMAN GROUP, INC. an Ohio corporation not qualified in
Florida

INTO

KLC GROUP, INC., a Florida corporation, P95000023525.

File date: June 26, 1995

Corporate Specialist: Velma Shepard

P95000023525

Robert C. Dickinson III, P.A.

Attorney at Law

(813) 789-1081
Fax Line
(813) 780-3430

33020 U.S. Hwy 19 North
Suite 200
Palm Harbor, FL 34684

June 20, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

500001524175
-06/27/95--01051--002
*****70.00 *****70.00

RE: Merger of Kenneth L. Chapman Group, Inc. an Ohio Corporation with
KLC Group, Inc. a Florida Corporation, KLC Group, Inc. surviving Corporation.

Dear Sir or Madam:

Enclosed are two copies of the Plan of Merger and one original and one copy of the Minutes of Special Joint Meeting of Sole Shareholder and Director Authorizing Merger of Kenneth L. Chapman Group, Inc., an Ohio Corporation and KLC Group, Inc., a Florida Corporation wherein Kenneth L. Chapman Group, Inc., an Ohio Corporation is being merged with KLC Group, Inc., a Florida Corporation so that the surviving Corporation is KLC Group, Inc., a Florida Corporation.

Enclosed herewith you will find a check in the amount of \$70.00. Please stamp and return the extra copy of the documents which are enclosed for our files.

Thank you for your attention to this matter. Should you need any additional information please contact my office.

Valerie

GAVE

Sincerely,

AUTHORIZATION BY PHONE TO

CORRECT

Title of merger

DATE

6/30

RCD/vhk

Enclosures

DOC EXAM

23

Robert C. Dickinson III
Robert C. Dickinson III h2

FILED
JUN 26 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Kenneth L. Chapman, President

CAWP51\MISC\5050620.LTR

Merger
7/5
ZB

ARTICLES
AND
PLAN OF MERGER

FILED
95 JUN 26 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KENNETH L. CHAPMAN GROUP, INC., an Ohio corporation and **KLC GROUP, INC.**, a Florida corporation, hereby adopt the following Plan of Merger pursuant to Section 607.1101, Florida Statutes.

1. Name of each corporation planning to merge is:

Kenneth L. Chapman Group, Inc., an Ohio corporation
3216 Kylemore
Toledo, Ohio 43606

and

KLC Group, Inc., a Florida corporation
960 Oakview Road
Tarpon Springs, FL 34689

2. Name of surviving corporation is:

KLC Group, Inc., a Florida corporation
960 Oakview Boulevard
Tarpon Springs, FL 34689

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation is:

Each share of the outstanding common stock of Kenneth L. Chapman Group, Inc. issued and outstanding on the effective date of this merger shall be cancelled whereupon the shareholders of Kenneth L. Chapman Group, Inc. shall receive an identical number of shares and proportionate ownership of KLC Group, Inc.

5. The manner and basis of converting rights to acquire shares of each corporation is:

See paragraph 4 above.

6. The following are amendments to or a restatement of the Articles of Incorporation of the surviving corporation:

There will be no modifications to the bylaws or articles of incorporation of KLC Group, Inc.

7. The effective date of the merger is:

Midnight, March 31, 1995

8. For income tax purposes, the merger contemplated hereunder shall be deemed to be a mere change in identity, form or place of organization of one corporation and therefore be tax-free under IRC Section 368(a)(1)(F).

9. The business purpose for the merger is to reflect the reality of the fact that all corporate activities are centered in and conducted from the State of Florida and that no significant corporate activity is conducted in the State of Ohio any more.

As the Board of Directors of
Kenneth L. Chapman Group, Inc.,
an Ohio corporation

Marilyn J. Chapman
Marilyn J. Chapman, Sole Director
and Shareholder

March 27, 1995
Date

As the Board of Directors of
KLC Group, Inc., a Florida
corporation

Marilyn J. Chapman
Marilyn J. Chapman, Sole Director
and Shareholder

March 27, 1995
Date

**MINUTES OF SPECIAL JOINT MEETING OF
SOLE SHAREHOLDER AND DIRECTOR AUTHORIZING MERGER
OF KENNETH L. CHAPMAN GROUP, INC., AN OHIO CORPORATION
AND KLC GROUP, INC., A FLORIDA CORPORATION**

A special meeting of the sole shareholder and the sole director of KENNETH L. CHAPMAN GROUP, INC., an Ohio Business Corporation, was held on March 27, 1995 at 10:00 a.m., pursuant to waiver of notice by the sole shareholder and the sole director.

Present was the sole shareholder and sole director, being:

Marilyn J. Chapman

Marilyn J. Chapman served as Chairman and Secretary for purposes of the meeting.

A special meeting of the sole shareholder and the sole director of KLC GROUP, INC., a Florida Business Corporation, was held on March 27, 1995 at 10:00 a.m., pursuant to waiver of notice by the sole shareholder and the sole director.

Present was the sole shareholder and sole director, being:

Marilyn J. Chapman

Marilyn J. Chapman served as Chairman and Secretary for purposes of this meeting.

The Chairman placed before each Corporation the proposed Plan of Merger. Thereupon, on motions duly made and seconded, the following resolutions were unanimously adopted by the shareholders and directors of both Corporations:

WHEREAS, the Business Corporation Acts of Florida and Ohio provide that a Plan of Merger may be authorized and adopted by the affirmative vote of the Directors and holders of all outstanding shares entitled to a vote on merger, and;

WHEREAS, it is deemed by each of the Boards of Directors to be desirable and in the best interests of these Corporations and its sole shareholder that Plan of Merger be authorized as hereinafter provided, and;

WHEREAS, Corporate legal counsel has advised that the anticipated merger shall be treated as a tax-free merger pursuant to IRC Section 368(a)(1)(F) and the S-status of the surviving Corporation shall be maintained; therefore be it:

RESOLVED, the Plan of Merger attached hereto and incorporated by referenced herein is hereby unanimously approved by the shareholders and directors of KENNETH L. CHAPMAN GROUP, INC. and KLC GROUP, INC. Said merger to be effective at midnight March 31, 1995.

RECEIVED
MAR 31 1995
TREASURY DIVISION STATE

FURTHER RESOLVED, that **KENNETH L. CHAPMAN GROUP, INC.** shall, through its officers, file such other information and legal documents as shall be required to dissolve **KENNETH L. CHAPMAN GROUP, INC.** as an Ohio corporation in accordance with Ohio law.

BE IT FURTHER RESOLVED, that the Internal Revenue Service shall be apprised of the merger by the officers of **KLC GROUP, INC.** to minimize any confusion regarding tax filing requirements.

RESOLVED, that the secretary is directed to attach a copy of the Plan of Merger to the minutes and make it a part of each Corporations' corporate records;

RESOLVED FURTHER, that the officers of **KENNETH L. CHAPMAN GROUP, INC.** be, and the same hereby are, authorized to transfer all assets of **KENNETH L. CHAPMAN GROUP, INC.** to **KLC GROUP, INC.**, a Florida corporation, by executing a Bill of Sale and transferring possession of same, and to perform such acts and to execute any and all additional documents, amendments, contracts, writings, or other instruments necessary or advisable to effectuate the above transactions.

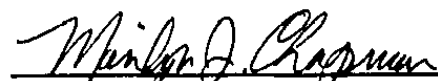
There being no other or further business to come before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

As the Board of Directors of
Kenneth L. Chapman Group, Inc.,
an Ohio corporation


Marilyn J. Chapman, Sole Director
and Shareholder

March 27, 1995
Date

As the Board of Directors of
KLC Group, Inc., a Florida
corporation


Marilyn J. Chapman, Sole Director
and Shareholder

March 27, 1995
Date