



Prentice Hall Legal & Financial Services

ATTN: Lina (204) 222-7495

1201 WAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Kinsman Merchant & Associates Inc.

100001445481

01/03/95 01003 006

***122.50 ***122.50

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh. _____

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other _____
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1 _____
☐ UCC/Filing 3 _____

☒ Certified Copy _____
☐ Photocopy _____
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

☒ Walk In () Call if Problem () Will Wait () Pick up

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Mig BY: Gina
BRANCH RECEIVING: 1511 BY: 1119
REF/JOB # 584-94-02129
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: 1/1 MAIL FAX FED EXP.
FILED: 1/1
SENT TO: BRANCH ☒ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK # _____
ST./CTY/ FEES _____
CORR. FEE/ _____
SPEC. HANDL. _____
MESSENGER _____
COPIES _____
FAX FEE _____
OTHER _____
TOTAL _____

T. BROWN APR - 3 1995

ARTICLES OF INCORPORATION

OF

KINSMAN, MERCHANT & ASSOCIATES, INC.

FILED
95 MAR 31 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Kinsman, Merchant & Associates, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 5874 Deerfield Place, Lake Worth, Florida 33463.

THIRD: The mailing address, wherever located, of the corporation is 5874 Deerfield Place, Lake Worth, Florida 33463.

FOURTH: The number of shares that the corporation is authorized to issue is 100,000, all of which are with par value of .001 dollar each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Lisa Williams

1201 Hays St., Suite 105
Tallahassee, FL 32301


SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 31, 1995



Lisa Williams, Incorporator

FILED
95 MAR 31 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Havner
Marcia A. Havner, Assistant Secretary

Date: March 31, 1995

P95000026093



Kinsman, Merchant & Associates, Inc.

4901 N.W. 17th Way * Suite 407 * Fort Lauderdale, Florida 33309
Main: 954.772.9541 * Fax: 954.772.3112

Business Advisory and Investment Banking Services

July 2, 1997

Amendments
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002228953-1-9
-07/02/97 01:52:00
*****95.00 *****95.00

Please file the following resignation form of officer and director David A. Morgenstern formerly listed as President and Chairman of the Board of Directors of Kinsman, Merchant & Associates, Inc.

FILED
97 JUL -2 AM 9:12
TALLAHASSEE FLORIDA

The 1997 annual report was filed in error referencing Mr. Morgenstern as the then current President and Chairman. As the enclosed document recites, such was not this case.

Kinsman, Merchant & Associates, Inc.


Fred E. Morgenstern
Secretary/Treasurer

FM/c

v/d rearg.

VS JUL 10 1997

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER/DIRECTOR RESIGNATION

FILED
97 JUL -2 AM 9:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, David A. Morgenstern, hereby resign as President and Chairman of The Board of Directors of Kinsman, Merchant & Associates, Inc., a corporation organized under the laws of the State of Florida as document P95000026093. That the corporation has been notified in writing of the resignation as it occurred on the 14th day of October, 1996 and such is documented in the corporate minutes of the corporation. All other documents or filings are withdrawn as error.



David A. Morgenstern
(Signature of resigning officer/director)

The above resignation is accepted and recorded in the minutes of the corporation as of the date above first written.



Fred E. Morgenstern
Secretary/Treasurer

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314