

1201 HAYS STREET
TALLAHASSEE, FL 32310

800-344-8086



Handwritten: P9500036318

ACCOUNT NO. : 072100000032

REFERENCE : 595790 8305A

AUTHORIZATION :

COST LIMIT : 9 PPD

EFFECTIVE DATE

ORDER DATE : May 9, 1995

MAY - 8 1995

ORDER TIME : 9:53 AM

ORDER NO. : 595790

CUSTOMER NO: 8305A

RUSH WILL WAIT

CUSTOMER: J. Stephen Crawford, Esq
J. STEPHEN CRAWFORD, ESC

Suite 1
5129 Castello Drive
Naples, FL 33940

Handwritten: RUSH WILL WAIT

DOMESTIC FILING

RUSH WILL WAIT

NAME: KDR, INC.

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

FILED
95 MAY -9 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FL 32304

**ARTICLES OF INCORPORATION
OF
KDR, Inc.**

FILED
95 MAY -9 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I
Name and Principal Office**

EFFECTIVE DATE

1.01. The name of the corporation is *KDR, Inc.*

MAY - 8 1995

1.02. The Principal office of the corporation is 5129 Castello Drive, Suite 1, Naples, Florida 33940.

1.03. The mailing address of the corporation is 5129 Castello Drive, Suite 1, Naples, Florida 33940.

**ARTICLE II
Commencement and Duration**

2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
Purpose**

3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV
Capital Stock**

4.01. The corporation is authorized to issue one hundred (100) shares of capital stock of Ten Dollars (\$10.00) par value of a single class designated as *Common Stock*.

Articles of Incorporation of ADR, Inc.

4.02. Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.

4.03. The shares of capital stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefor has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V
Preemptive Rights

5.01. Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

ARTICLE VI
Board of Directors

6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03. The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

Articles of Incorporation of KDR, Inc.

6.04. The name and address of the initial directors of the corporation are Richard B. Kepley, 28000 Spanish Wells Boulevard, Bonita Springs, Florida 33923 and David A. McArdle, 28000 Spanish Wells Boulevard, Bonita Springs, Florida 33923.

ARTICLE VII
Indemnification

7.01. The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or hereafter permitted by law.

ARTICLE VIII
Bylaws

8.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

8.02. The affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE IX
Amendment

9.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X
Incorporator


10.01. The name and address of the Incorporator executing these Articles of Incorporation is J. Stephen Crawford, 5129 Castello Drive, Suite 1, Naples, Florida 33940.

Articles of Incorporation of *KDR, Inc.*

ARTICLE XI
Registered Office and Agent

11.01. The street address of the initial registered office of the corporation is 5129 Castello Drive, Suite 1, Naples, Florida 33940, and the name of the initial Registered Agent of the corporation at that address is J. Stephen Crawford.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on May 8, 1995.


J. Stephen Crawford (Seal)

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

KDR, Inc.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

KDR, Inc., a corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5129 Castello Drive, Suite 1, Naples, Florida 33940, has named J. Stephen Crawford as its Registered Agent to accept process within the State of Florida.

Having been named as registered agent of *KDR, Inc.*, to accept service of process for the corporation at the place designated in this Certificate, I hereby accept appointment as the registered agent of the corporation and agree to act in that 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 for said corporation.


J. Stephen Crawford

Dated: May 8, 1995.

FILED
95 MAY -9 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RUDEN
MCCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.

5811 PELICAN WAY BOULEVARD
SUITE 210
NAPLES, FLORIDA 33963

(941) 566-1221
FAX: (941) 566-7108

P95000036318

July 1, 1996

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: K.D.R., Inc.; Document Number P95000036318

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for K.D.R., Inc. Kindly forward your letter of acknowledgment of filing to the undersigned.

Should you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

RUDEN, McCLOSKEY, SMITH
SCHUSTER & RUSSELL, P.A.

Angela Tompkins
Angela Tompkins
Legal Assistant

/amt

cc: Ralph Benjamin Klaas, President, with enclosure

SH 7/19
RA Ch.

FILED
96 JUL 17 PM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1996

Angela Tompkins
Ruden, McClosky et al
5811 Pelican Bay Blvd., Suite 210
Naples, FL 33963

SUBJECT: KDR, INC.
Ref. Number: P95000036318

We have received your document for KDR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00033729

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: K.D.R., Inc.

1b. The mailing address of the corporation is: 4380 Gulfshore Boulevard North
Suite 808, Naples, Florida 33940

1c. Date of incorporation: 5/9/95, Effect. 5/8/95 Document number: P95000036318

2. The name and address of the current registered agent and office:

J. Stephen Crawford
5129 Castello Drive, Suite 1
Naples, FL 33940

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Brian J. Kless
4380 Gulfshore Boulevard North, Suite 808
Naples, Florida 33940

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Ralph Benjamin Kless
(Signature of an officer, chairman or
vice chairman of the board)

June 26, 1996
(Date)

Ralph Benjamin Kless, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

June 26, 1996
(Date)

FILED
96 JUL 17 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA