

TALLAHASSEE, FL 32301

(904) 222-9171

904 222 9171



ACCOUNT NO. : 072100000032

REFERENCE : 601200 869010

AUTHORIZATION :

COST LIMIT : \$ PPD

800001493358
-05/18/95--01059--001
****122.50 ****122.50

ORDER DATE : May 18, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 601200

CUSTOMER NO: 869010

CUSTOMER: Ms. Ann Jones
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

RECEIVED
95 MAY 18 AM 11:58
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: KENDALL OAKS GATE, INC.

FILED
95 MAY 18 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAY 18 1995

ARTICLES OF INCORPORATION
OF
KENDALL OAKS GATE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is Kendall Oaks Gate, Inc. (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.0001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered
Office and Agent

The name of the registered agent of the Corporation and the street address of the registered office of this Corporation is:

FIRPO GARCIA
2875 N.W. 77th Avenue
Miami, FL 33122

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

2875 N.W. 77th Avenue
Miami, FL 33122

ARTICLE VI - Incorporator

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Firpo Garcia	2875 N.W. 77th Avenue Miami, FL 33122

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VIII - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE X - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

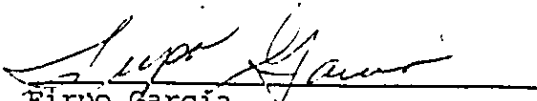
ARTICLE XI - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XII - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this ___ day of May, 1995.



Firpo Garcia
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Kendall Oaks Gate Inc. at the place designated in the Articles of Incorporation, FIRPO GARCIA agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Fla. Stat. (1991), relative to keeping open such office until such time as he shall notify the Corporation of his resignation.

Dated this ____ day of May, 1995.



Firpo Garcia

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