

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9171
(904) 222-0191 FAX

800-342-8086



P95000041162
MAY 24 AM 11:25
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 604363 80827A

AUTHORIZATION :

COST LIMIT : • PREPAID

ORDER DATE : May 24, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 604363

CUSTOMER NO: 80827A

CUSTOMER: Christian B. Felden, Esq
FELDEN & FELDEN

Suite 101
2590 Golden Gate Parkway
Naples, FL 33942

50000014980125
+05/24/95-01000-014
****122.50 ****122.50

DOMESTIC FILING

NAME: K & D ENTERPRISES, INC.

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: Debbie Skipper

EXAMINER'S INITIALS:

MAY 25 1995 BSE

W95-10948

FILED
MAY 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 MAY 25 AM 8 52
DIVISION OF CORPORATION

May 24, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: K & D ENTERPRISES, INC.
Ref. Number: W95000010948

We have received your document for K & D ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00026468

J. Anley
W950000000062

FILED
95 MAY 24 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is **K & D ENTERPRISES OF NAPLES, INC.**
2. The address of the corporation is **5401 Yahl Street, Naples, Florida 33942.**
3. The period of its duration is perpetual.
4. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.
5. The corporation shall have authority to issue seventy-five hundred shares, all of one class, one dollar par value.
6. The address of its initial registered office is **2590 Golden Gate Parkway, Suite 101, Naples, Florida, 33942** and the name of its initial registered agent at said address is **Christian B. Felden.**
7. The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.
8. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Kenneth Solow, 5401 Yahl Street, Naples, Florida 33942
David Solow, 5401 Yahl Street, Naples, Florida 33942
9. The names and addresses of the initial incorporators are as follows:

Kenneth Solow, 5401 Yahl Street, Naples, Florida 33942
David Solow, 5401 Yahl Street, Naples, Florida 33942
10. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of

Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.

11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Naples, Collier County, Florida on the 10th day of May, 1995.


KENNETH SOLOW
Incorporator


DAVID SOLOW
Incorporator

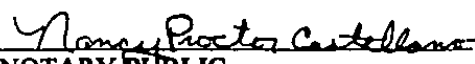
STATE OF FLORIDA

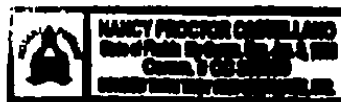
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared KENNETH SOLOW and DAVID SOLOW, who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 10th day of May, 1995.

both parties are
personally known to Notary
Type of Identification Provided
or personally known

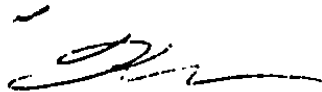

NOTARY PUBLIC
Type Name: Nancy Proctor Castellano
My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Kenneth Solow, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Christian B. Felden, 2590 Golden Gate Parkway, Suite 101, Naples, Florida, 33942, as its agent to accept Service of Process within Florida.



Kenneth Solow
President

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Christian B. Felden
Registered Agent

DATED this 20th day of May, 1995.

FILED
95 MAY 26 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA