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FILED
95 JUN 12 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 6, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation (Kern & Associates,
Inc.).

Dear Sir:

Enclosed please find the original and one (1) copy
of the Articles of Incorporation for the above-
referenced corporation, together with the original and
one (1) copy of the certificate designating registered
agent.

It would be most appreciated if you would file
said articles and certificate, and return the photocopy
(not certified copy) thereof to this office with the
date of filing stamped thereon.

Also enclosed please find my office check in the
amount of \$70.00 broken down as follows: Filing fee
(\$35.00), and registered agent fee (\$35.00).

Thanking you, and should you have any questions,
please do not hesitate to contact me.

Very truly yours,

John B. Crowther
John B. Crowther

JBC:
Encl: as

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-06/12/95--01043--004
*****70.00 *****70.00

Handwritten signature

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KERN & ASSOCIATES, INC.

THE UNDERSIGNEDS, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is KERN & ASSOCIATES, INC.

ARTICLE II

Duration

The term of existence of this corporation is perpetual.

ARTICLE III

Purpose

The corporation may transact any and all business for which corporations may lawfully be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall 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 1954, as amended.

ARTICLE V

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, shares of any such unissued or treasury shares.

ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 3026 Yorkshire Drive, Deltona, Florida 32738, and the name of the initial Registered Agent is DANIEL F. KERN.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

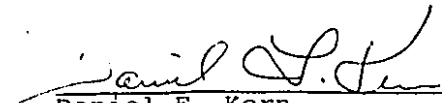
ARTICLE VIII

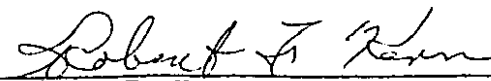
Incorporators

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
DANIEL F. KERN	3026 Yorkshire Drive Deltona, FL 32738
ROBERT F. KERN	60 Park Lane DeBary, FL 32713

IN WITNESS WHEREOF, the undersigneds have hereunto subscribed their names, this 2nd day of June, 1995.


Daniel F. Kern


Robert F. Kern

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared DANIEL F. KERN and ROBERT F. KERN, to me well known to be the persons who executed the foregoing instrument, and they acknowledged that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of June, 1995.

Margaret S. Crowther
Notary Public, State of Florida

My commission expires:



MARGARET S. CROWTHER
MY COMMISSION # CC418282 EXPIRES
November 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED

THE FOLLOWING is submitted in compliance with Chapter
48.091, Florida Statutes (1994), as amended:

KERN & ASSOCIATES, INC., a corporation organizing under
the Laws of the State of Florida, with its principal office
at 3026 Yorkshire Drive, Deltona, Florida 32738, and its
Registered Office at that same address, has named DANIEL F.
KERN, as its agent to accept process within this State.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the
above-named corporation at the place designated as the
Registered Office in this certificate, I hereby accept said
designation and agree to act in this capacity, and further
agree to comply with the provisions of said statute relative
to keeping open said Registered Office.

DATED this 2nd day of June, 1995.


Daniel F. Kern
Registered Agent

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