# LORIDA DIVISION OF CORPORATIONS 1:18 PM

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TO: DIVISION OF CORPORATIONS FROM: COONEY, WARD, LESHER & DAMON,

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P.A. 1555 PALK BEACH LAKES BLVD SUITE 1000 WEST PALM BEACH PL 33401-0000 CONTACT: STEVEN E RELLY PHONE: (407) 689-9111
FAX: (407) 689-9303
PLORIDA PROFIT CORPORATION OR

((H95000006763)) DOCUMENT TYPE: P.A.

NAME: KIPAM INVESTMENTS, FAX AUDIT NUMBER: H9500006763 DATE REQUESTED: 06/16/1995 CERTIFIED COPIES:

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# ARTICLES OF IMCORPORATION

07

RIPAM INVESTMENTS, INC.

ALLAHASSEE, FLORIDA BECRETAN OF STATE

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

#### ARTIGLE I - MAME

The name of this Corporation is: KIPAN INVESTMENTS, INC.

#### ARTICLE II - DURATION

The duration of this Corporation is perpetual.

#### ARTICLE III - PURPOSE

The purpose for which this Corporation is organised is to engage in any lawful act or activities for which corporations may be organised under the laws of the State of Florida.

## ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: c/o Stanford Financial Group, 201 S. Biscayne Boulevard, Suite 1200, Miami, Plorida, 33131.

#### ARRICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common voting stock.

Prepared by: Conrad Damon, Esq.

1555 Palm Beach Takes Blvd. West Palm Beach, FL 33401 (407)689-8111

FL. Bar No. 272434

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08, 18, 95 02:14PM \*COONET WARD, LESHER

#### ARTICLE VI - SEARMOLDER RIGHTS

shareholders of the Corporation shall have preceptive rights to acquire their pro rate share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorised, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preceptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

### ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is Cooney, Ward, Lesher & Damon, P.A., 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida, 33401, and the name of its initial registered agent at that address is Conrad Damon, Esquire.

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#### ARTICLE VIII - IMCORPORATOR

The name and address of the incorporator is:

Mana

Address

James J. Kelly

c/o Stanford Financial Group 201 S. Biscayne Boulevard Suita 1200 Hismi, Florida 33131

DATED this 16 day of \_\_\_\_

STATE OF FLORIDA

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COURTY OF PAIN STACE

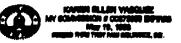
I HERBY CERTIFY that on this day, before me, an officer duly authorised in the State and County aforesaid to take acknowledgements, personally appeared James J. Eelly, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITHESS my hand and official seal in the County and State last aforesaid this 11 day of Quad , 1995.

**Motary Public** 

Fign: Koren Ellen Vesques/ Print: Karen Ellen Vesques/ State of Florida at Large My Commission Expires: 6-19.99

Incorporator



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DONICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE MANING AGENT UPON WHOM PROCESS MAY BE SERVED

. . . .

#### ACKNOWLEDGMENT:

Having been named to accept service of process for HIPAM INVESTMENTS, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Data: June 16, 199T.

Conrad Danon, Esquir

SECULTARY OF STATE
SECULTARY OF

OR SELECTION OF STREET

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