

P95000050132

OFFICE OF
WILBUR & ALLEN

112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR
DUDLEY D. ALLEN

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

June 8, 1995

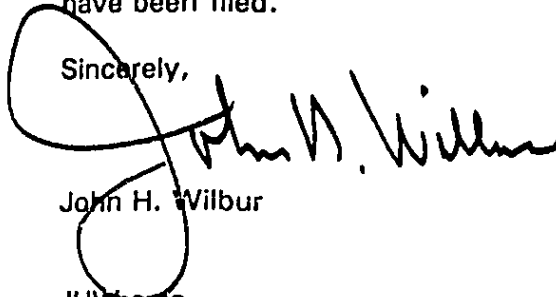
State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: KW Inc.

Gentlemen:

I enclose herewith Articles of Incorporation for KW Inc. in duplicate, together with check in the amount of \$70.00, representing payment of filing fee and fee for designation of Resident Agent. I request the Articles of Incorporation be filed if they meet with your approval and that you return to me a copy showing that the Articles have been filed.

Sincerely,


John H. Wilbur

JHW:ema
Enclosures

cc: John M. Kozik
cc: Derick R. Woolverton

100001511651
-06/13/95--01041--003
*****70.00 *****70.00

W95-12258

Dmc
6/27/95

(502) Mail copy to:
First Commercial Corp of America
attn. Bill Schrama
P.O. Box 439
Allentown, NJ 08720

LAW OFFICES OF
WILBUR & ALLEN
112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR
DUDLEY D. ALLEN

TELEPHONE (904) 356-4211
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PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

June 22, 1995

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

Re: KWC Inc.

Gentlemen:

We have received your letter indicating that the name "KW Inc" was not available.

We have changed the name to "KWC Inc." and were advised that it is available.

We are returning the following:

1. Articles of Incorporation in duplicate.
2. Resident Agent Certificate.

You already have our check in the amount of \$70.00 in payment of the fees. We request that you now process the documents for this corporation and return the Articles of Incorporation to us when they have been filed.

Sincerely,



John H. Wilbur

JHW:cma
Enclosures

cc: John M. Kozik
cc: Derick R. Woolverton



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1995

JOHN H. WILBUR, ESQUIRE
WILBUR & ALLEN
P.O. BOX 58
JACKSONVILLE, FL 32202-3895

SUBJECT: KW INC.
Ref. Number: W95000012258

We have received your document for KW INC. and your check(s) totaling \$70.00. 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.

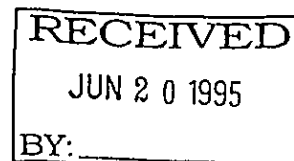
If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 695A00029597



ARTICLES OF INCORPORATION

OF

KWC Inc.

FILED

95 JUN 26 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is:

KWC Inc.

The principal office and mailing address of the corporation is 112 West Adams Street, Suite #1700, Jacksonville, Florida 32202. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be One Hundred (100) shares of common stock, each share having a par value of \$5.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

112 West Adams Street, Suite #1700
Jacksonville, Florida 32202

The name of the initial registered agent of this corporation at that address is:

John H. Wilbur
112 West Adams Street, Suite #1700
Jacksonville, Florida 32202

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than two (2). The name and address of the initial director of this corporation is:

John Kozik
7849 Groveton Hills Place
Jacksonville, Florida 32256

Derick R. Woolvorton
962 Ponte Vedra Boulevard
Ponte Vedra Beach, Florida 32082

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIV. INCORPORATOR

The name and address of the person signing these Articles is:

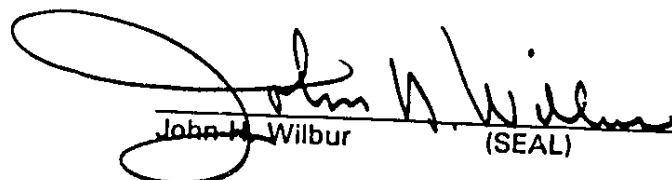
NAME

ADDRESS

John H. Wilbur

112 West Adams Street, Suite #1700
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 22nd day of June, 1995.


John H. Wilbur (SEAL)

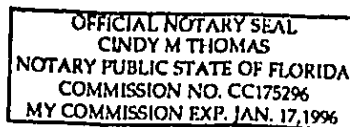
STATE OF FLORIDA)

COUNTY OF DUVAL)

:SS

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared John H. Wilbur, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of June, 1995.



Cindy M Thomas
Notary Public-State of Florida
at Large.

My Commission Expires: _____

CINDY M THOMAS

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

KWC Inc.

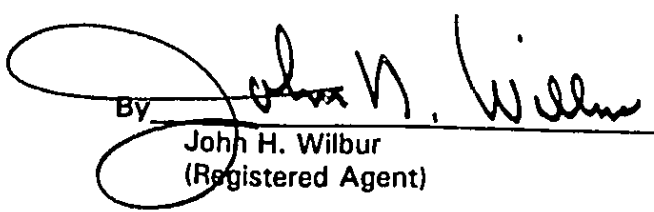
Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That KWC Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named John H. Wilbur, located at 112 West Adams Street, Suite #1700, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By


John H. Wilbur
(Registered Agent)

FILED
95 JUN 26 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA