

800-142-8086



REFERENCE : 628000 3544C

AUTHORIZATION : Patricia Pizeto  
COST LIMIT : 9 122.50

ORDER DATE : June 29, 1995

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ORDER NO. : 628800

CUSTOMER NO: 3544C

CUSTOMER: Kathleen Weinstein, Esq  
HALE & DORR

10th Floor  
1455 Pennsylvania Avenue, N.w.  
Washington, DC 20004

**DOMESTIC FILING**

**NAME: KAB ADVISORS, INC.**

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
 \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

**CONTACT PERSON:** Sebreana Randolph

EXAMINER'S INITIALS:

500001.526865

95 JUN 29 PM 4:17  
SECRETARY OF STATE  
JALLAHASSEE, FLORIDA

FILED

JUN 29 1995 BSB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 28, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: KAB ADVISORS, INC.  
Ref. Number: W95000013316

We have received your document for KAB ADVISORS, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 095A00032047

ARTICLES OF INCORPORATION  
OF  
KAB ADVISORS, INC.

FILED  
95 JUN 29 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST. The name of the Corporation is: KAB Advisors, Inc.

SECOND. The address of its principal office in the State of Florida is 4021 Gulfshore Boulevard, North, Unit 401, The Brittany, Naples, Florida 33940. The name of its registered agent at such address is Andrew J. Czekaj.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is as follows:

To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$.01 par value per share.

FIFTH. The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Steven S. Snider	c/o Hale and Dorr 1455 Pennsylvania Avenue, N.W. Suite 1000 Washington, D.C. 20004

SIXTH. In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot.

2. The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

SEVENTH. Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director

of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

EIGHTH. The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

With respect to any action, suit, proceeding or investigation for which indemnity will or could be sought, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the person seeking indemnification.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation for which indemnity will or could be sought, any expenses (including attorneys' fees) incurred by the person seeking indemnification in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom shall be paid by the Corporation in advance of the final disposition of such matter upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

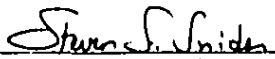
The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof)

initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

EXECUTED on June 28, 1995.

  
\_\_\_\_\_  
Steven S. Snider,  
Sole Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: KAB Advisors, Inc.

2. The name and address of the registered agent and office is:

Andrew J. Czeka

(Name)

4021 Gulfshore Blvd., N., #401

(P.O. Box or Mail Drop Box **NOT** acceptable)

Naples, Florida 33940

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

(Signature)

June 28, 1995

(Date)

Andrew J. Czeka

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