

P95000053188

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135-9-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: KENWICK, INC.
FAX AUDIT NUMBER: H95000007568
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

July 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: KENWICK, INC.

REF: W95000013743

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

THERE IS NO DATE OF EXECUTION & ACKNOWLEDGEMENT, ALSO, THE FAX AUDIT NUMBER ON COVER SHEET AND ARTICLES DO NOT MATCH, PLEASE

CORRECT.

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000007568
Letter Number: 195A00033013

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

H95000007645

H95000007645

ARTICLES OF INCORPORATION
OF
KENWICK, INC.

ARTICLE I - NAME

The name of the corporation is: KENWICK, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

HAROLD WEISSMAN, ESQUIRE
1776 North Pine Island Road, Suite 118
Plantation, Florida 33322 Tel: (305) 474-2001
Florida Bar No: 334154

k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for KENWICK, INC. is 8781 Southwest 8th Street, Plantation, Florida 33324.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

HAROLD WEISSMAN, ESQUIRE
1776 Pine Island Road
Suite 118
Plantation, Florida 33322
Telephone (305) 474-2001

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

ADDRESS

Kenneth Wulwick

8781 Southwest 8th Street
Plantation, Florida 33324

ARTICLE VIII - INCORPORATOR

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

Kenneth Wulwick
8781 Southwest 8th Street
Plantation, Florida 33324

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 1995.

Kenneth Wulwick
KENNETH WULWICK

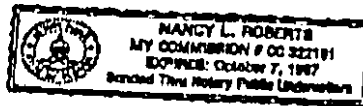
H950000076 45

STATE OF FLORIDA) ss.
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledge
before me this 20th day of July, 1995 by KENNETH
WULWICK, who is personally known to me, or who has produced the
foregoing identification Florida Drivers License
461 899 495 and who did not take an oath.

Nancy L. Roberts
NOTARY PUBLIC
STATE OF FLORIDA
Name:

My Commission expires:



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

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That KENWICK, INC, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Broward County, State of Florida, has named HAROLD WEISSMAN, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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


HAROLD WEISSMAN
REGISTERED AGENT

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95 JUL 11 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/18/97

PM

(((119700C002080 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: KENWICK, INC.

AUDIT NUMBER.....H97000002880

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES 1

CERT. COPIES 1

DEL.METHOD.. FAX

EST. CHARGE.. \$87.50

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SEC. OF STATE
TALLAHASSEE, FLA.

COMMERCIAL CREDIT

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SUBJECT: EVIDENCE - THE
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

Section 15.16(5), Florida Statutes, requires each document to contain in the lower left hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Still
Corporate Specialist

FAX Aud. #: H97000002880
Letter Number: 597000003754

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KENWICK, INC.

FILED
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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of KENWICK, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, do hereby certify that pursuant to Written Consent of all of the Shareholders and the Directors of the Corporation dated January 15, 1997, the shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation bearing document number P95000053188, does hereby certify:

ARTICLE IV of the Articles of Incorporation of this Corporation shall be amended to read as follows:

ARTICLE IV

CAPITAL STOCK

Section 4.1. Authorized Capital.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 11,000,000 shares of capital stock, consisting of 10,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock") and 1,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"). The Preferred Stock may be issued with full, multiple or fractional voting rights of such designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights as may be fixed from time to time by resolution of the Board of Directors.

The foregoing amendment was adopted by all of the shareholders and the Directors of the Corporation by Written Consent dated January 15, 1997. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation has executed these Articles of Amendment to the Articles of Incorporation as of January 15, 1997.

KENWICK, INC.

By: Kenneth S. Wulwick
Kenneth S. Wulwick, President

Prepared By:
ROXANNE BEILLY FL BAR # 851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200