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DAVID S. ABRAMS  
PROFESSIONAL ASSOCIATION

DAVID S. ABRAMS

PERLA F. ABRAMS

LEONARD F. BAER  
of Counsel

2100 PONCE DE LEON BOULEVARD  
SUITE 1170  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 445-2654  
FAX (305) 443-0903

July 7, 1995

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Re: KICKING BAER ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$122.50 is enclosed to cover the cost of same as follows:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

*Perla Abram*

PERLA F. ABRAMS

PFA:lg  
encl.

N. HENDRICKS JUL 11 4 1995

95 JUL 11 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF INCORPORATION  
OF  
KICKING BAER ENTERPRISES, INC.

FILED

95 JUL 11 AM 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

KICKING BAER ENTERPRISES, INC.

and its existence shall be perpetual.

2. The general nature of the business shall be to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of 100 shares of \$1.00 Dollar par value.

4. The principal office of the corporation shall be:

2100 Ponce De Leon Blvd.

Suite 1170

Coral Gables, FL 33134

5. The amount of capital with which the corporation shall begin business is \$1,000.00 Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

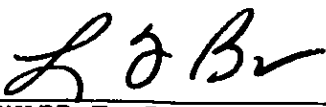
<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Leonard F. Baer	President/ Secretary/Treas.	2100 Ponce De Leon Blvd. Suite 1170 Coral Gables, Florida 33134

7. The name and post office address of the subscribers to this Certificate of Incorporation, the number of shares they agree to take and the consideration thereof, the proceeds of which will amount to at least Dollars is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Leonard F. Baer	100	\$1,000.00

8. The corporation designates DAVID S. ABRAMS, 2100 Ponce De Leon Boulevard Suite 1170, Coral Gables, Florida, 33134, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned hereby subscribed to this Certificate of Incorporation at Miami, Dade County, Florida, this 6 day of July, 1995.

  
 \_\_\_\_\_  
 LEONARD F. BAER

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared LEONARD F. BAER, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and that DAVID S. ABRAMS consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

MY COMMISSION EXPIRES:


*Maria P. Dominguez*  
NOTARY PUBLIC  
NOTARY SEAL  
MARIA P. DOMINGUEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC321595  
MY COMMISSION EXPR. OCT. 7, 1997  
*MARIA P. DOMINGUEZ*

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

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

First that KICKING BAER ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at , 2100 Ponce De Leon Boulevard., Suite 1170, Coral Gables, Florida County of Dade, State of Florida, has named DAVID S. ABRAMS, located at 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida, 33134, as Registered Agent to accept Service of Process within this State.

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.

  
\_\_\_\_\_  
DAVID S. ABRAMS

FILED  
95 JUL 11 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA