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AUTHORIZATION :

Patricia Pappas

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ORDER DATE : August 10, 1995

ORDER TIME : 11:08 AM

SHEDDEN, S. P. J. S.

ORDER NO. : 657274

CUSTOMER NO: 5309A

CUSTOMER: Marilyn D. Sandborn, Esq
SHEAR NEWMAN HAHN AND
ROSENKRANZ, P.A.
Suite 1000
201 E. Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: KLEVER, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

AUG 10 1995 BSB

FILED
95 AUG 10 PM 2:17
STATE OF FLORIDA
TALLAHASSEE

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JOHN G. PARE

August 10, 1995

* BOARD CERTIFIED CIVIL TRIAL LAWYER
* BOARD CERTIFIED IN TAXATION
* CERTIFIED CIRCUIT COURT MEDIATOR

VIA HAND DELIVERY BY CIS

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

RE: Articles of Incorporation for:
KLEVER, INC.

Dear Sir or Madam:

Enclosed for filing, on behalf of KLEVER, INC., are:

1. Articles of Incorporation (an original and one copy), and
2. Certificate of Designation/Registered Agent.

Please call me if you have any questions or need additional information.

Sincerely,

Marilyn D. Sandborn

Marilyn Drivas Sandborn

MDS:pam/[0214421.WP]
Enclosures

ARTICLES OF INCORPORATION
OF
KLEVER, INC.

FILED
95 AUG 10 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of KLEVER, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is: KLEVER, INC.

ARTICLE II

Commencement of Existence

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III

Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

Authorized Shares

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 20,000 shares of common stock having a par value of \$.10 per share. The Board of Directors is required to fix the consideration to be paid for each share, which consideration may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services

actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V

Preemptive Rights

Each shareholder, upon the Corporation's sale for cash of any stock (whether or not presently authorized) of the same kind, class or series as that which such shareholder already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase such shareholder's pro rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any shareholder of said kind, class or series who does not exercise such right and pay for the stock preempted within thirty (30) days of the shareholder's receipt of a notice in writing from the Corporation inviting said shareholder to exercise the right.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 201 E. Kennedy Boulevard, 10th Floor, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is STANLEY W. ROSENKRANZ.

ARTICLE VII

Mailing Address and Address

The mailing address of the Corporation is 1280 S.W. 29th Avenue, Pompano Beach, Florida 33069 and the address of the principal office of the Corporation is 1280 S.W. 29th Avenue, Pompano Beach, Florida 33069.

ARTICLE VIII

Initial Board

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Harry Klein	Casilla 17-01-230 Quito - Ecuador
Murray Verlin	11111 Biscayne Blvd. Miami, FL 33161

ARTICLE IX

Incorporators

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stanley W. Rosenkranz	201 E. Kennedy Blvd., 10th Floor Tampa, FL 33602

ARTICLE X

Subchapter S Election: Mandatory Distributions

In the event this Corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code, of 1986, as amended (the "Code"), and as long as the Corporation's election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the Corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the Corporation's (i) items of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the nonseparately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the Corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the Corporation's taxable year. The total pro rata distributions already made to the shareholders during the

applicable taxable year of the Corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

ARTICLE XI

Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation; however, the unanimous consent of the shareholders entitled to vote is required to amend Article X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of August, 1995.

Stanley W. Rosenkranz
STANLEY W. ROSENKRANZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, 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 or Florida.

1. The name of the Corporation is: KLEVER, INC.
2. The name and address of the registered agent and office is:

STANLEY W. ROSENKRANZ
201 E. Kennedy Boulevard, 10th Floor
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT 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:

Stanley W. Rosenkranz
STANLEY W. ROSENKRANZ, Registered Agent

Date: August 9, 1995

Doc. 196431.00

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE