

**WELLS, BROWN & BRADY, P. A.**

ATTORNEYS AND COUNSELLORS AT LAW

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CHARLES P. HOSKIN  
DONALD A. ROARK

REPLY TO:  
POST OFFICE BOX 12884  
PENSACOLA, FL 32575-2884

GORDON W. WELLS  
RETIRED

**P96000006790**

January 16, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

600001692696  
-01/19/96--01038--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: KGM GROUP, INC.

Gentlemen:

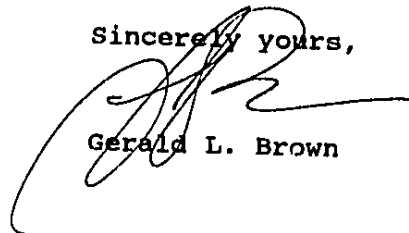
Enclosed please find original and one copy of Articles of Incorporation of KGM Group, Inc. Our firm check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>

total \$122.50

If you have any questions, please give me a call.

Sincerely yours,

  
Gerald L. Brown

GLB:ls1

Enclosure

FILED  
96 JAN 19 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER JAN 23 1996

**ARTICLES OF INCORPORATION  
OF**

**KGM GROUP, INC.**

**ARTICLE ONE - NAME**

The name of the corporation is KGM GROUP, INC.

**ARTICLE TWO - DURATION**

This corporation shall have perpetual existence.

**ARTICLE THREE - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE FOUR - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of one (\$1.00) dollar par value common stock.

**ARTICLE FIVE - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 2420-2 Executive Plaza Drive, Pensacola, Florida 32504 and the name of the initial registered agent of this corporation at that address is Kenneth L. Merritt, Sr.

**ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time

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TALLAHASSEE, FLORIDA

to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

**NAME**

Kenneth L. Merritt

**ADDRESS**

2420-2 Executive Plaza Drive  
Pensacola, Florida 32504

**ARTICLE EIGHT - INCORPORATOR**

The name and address of the person signing these Articles is Kenneth L. Merritt, 2420-2 Executive Plaza Drive, Pensacola, Florida 32504.

**ARTICLE NINE - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

**ARTICLE TEN - INDEMNIFICATION**


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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16<sup>th</sup> day of January, 1996.

  
Kenneth L. Merritt, Sr., Subscriber

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

16<sup>th</sup> The foregoing instrument was acknowledged before me this day of January, 1996 by Kenneth L. Merritt, Sr., who (✓) is personally known to me or who ( ) has produced N/A as identification and who did not take an oath.

 (SEAL)  
Printed name: \_\_\_\_\_  
Notary Public - State of Florida  
My commission expires: \_\_\_\_\_  
Commission number: \_\_\_\_\_

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LINDA S. LEWIS

"Notary Public State of Florida"  
My Commission Expires Dec. 7, 1997.  
CC327430

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

**KGM GROUP, INC.**

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

First--that KGM GROUP, 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 Pensacola,  
County of Escambia, State of Florida has named Kenneth L. Merritt,  
Sr. located at 2420-2 Executive Plaza Drive, City of Pensacola,  
County of Escambia, State of Florida, as its agent to accept  
service of process within this state.

**ACKNOWLEDGMENT: (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 said office.

  
Kenneth L. Merritt, Sr., Registered  
Agent

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA