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MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 CLEVELAND STREET

P. O. BOX 1000 (ZIP 34617)

CLEARWATER, FLORIDA 34618

(813) 441-8000 FAX (813) 448-8470

887 SOUTH CALHOUN STREET

P. O. BOX 301 (ZIP 32301)

TALLAHASSEE, FLORIDA 32301

(904) 884-9115 FAX (904) 888-7880

111 MADISON STREET, SUITE 2500

P. O. BOX 1031 (ZIP 33601)

TAMPA, FLORIDA 33601

(813) 873-4000 FAX (813) 873-4300

January 19, 1996

REPLY BY RETURN

Clearwater

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 1-55 122.50
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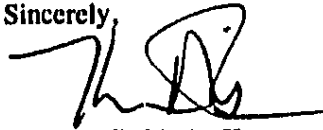
RE: K.S. Consulting Corporation

To whom it may concern:

Enclosed please find Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify my office of the assigned document number.

Thanks for your cooperation and assistance. If you have any questions upon receipt of this letter, please call my office immediately.

Sincerely,



Thomas C. Nash, II

TCN/wlc

Enc.

cc: Client

AL JAN 29 1995

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95 JAN 25 PM 1:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
K.S. CONSULTING CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 PM 1:56

ARTICLE I

Name and Address

The name of this corporation is K.S. CONSULTING CORPORATION, whose place of business is located at 1660 Gulf Boulevard, Penthouse 8, Clearwater, FL 34630.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE THOUSAND (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Eighth Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Karl E. Sandberg	P.O. Box 3865 Clearwater, FL 34630	President/Director Secretary Treasurer

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas C. Nash, II	400 Cleveland Street, 8th Floor Clearwater, FL 34615

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

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

ARTICLE XIII
Amendment

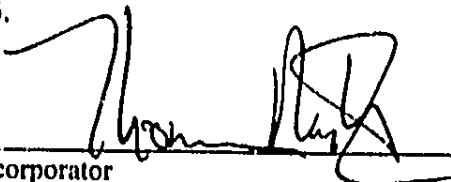
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share-

holders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of January, 1996.

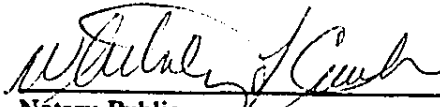


Incorporator

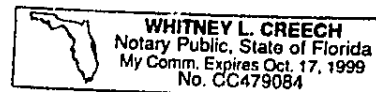
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Thomas C. Nash, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 18th day of January, 1996.



Notary Public
Print Name: WHITNEY L. CREECH
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 25 PM 1:56

ACKNOWLEDGMENT:

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



THOMAS C. NASH, II

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