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Mastriana & Christiansen
PROFESSIONAL ASSOCIATION

F. RONALD MASTRIANA
MICHAEL ERIC CHRISTIANSEN
STEPHEN V. HOFFMAN

FRANK A. MASTRIANA
(1916-1991)

December 14, 1995

Florida Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: K.B. Consulting, Inc.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation of K.B. Consulting, Inc. along with the designation of registered agent and a check in the amount of \$122.50. Please register this corporation and please send back a copy of the Articles of Incorporation as they are stamped for Corporation purposes in the enclosed return stamped envelope.

Should you have any questions, please feel free to call me.

Sincerely,

MASTRIANA & CHRISTIANSEN

By:

Stephen V. Hoffman
For the Firm

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Encls.
svh KBC:lv

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1996

MASTRAN & CHRISTIANSEN
2750 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FL 33306

SUBJECT: KB CONSULTING, INC.
Ref. Number: W9600000167

We have received your document for KB CONSULTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 596A00000293

**ARTICLES OF INCORPORATION
OF
KB CONSULTING OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is KB CONSULTING OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of KB CONSULTING OF SOUTH FLORIDA, INC., is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is STEPHEN V. HOFFMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial directors of this corporation are:

**KEVIN BALDWIN
10723 NW 40TH STREET
SUNRISE, FLORIDA 33351**

**ELIZABETH BALDWIN
10723 NW 40TH STREET
SUNRISE, FLORIDA 33351**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Kevin Baldwin, 10723 NW 40th Street, Sunrise, Florida, 33351.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such an officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of ~~December~~ ^{January 1996} 1995.

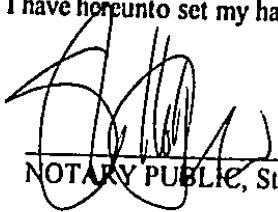


KEVIN BALDWIN

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

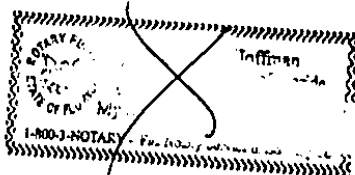
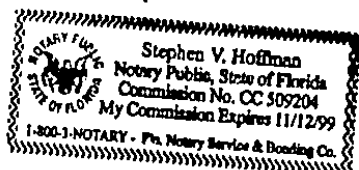
Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, KEVIN BALDWIN, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24 day of ~~December~~ ^{January 1996} 1995.



NOTARY PUBLIC, State of Florida

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT KB CONSULTING OF SOUTH FLORIDA, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE, 2750 NORTH
FEDERAL HIGHWAY, BROWARD COUNTY, FLORIDA 33306, HAS NAMED STEPHEN V.
HOFFMAN, AS RESIDENT AGENT, LOCATED AT 2750 NORTH FEDERAL HIGHWAY,
CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kevin Baldwin

KEVIN BALDWIN

TITLE: SUBSCRIBER

DATE: 1/24/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]

DATE: 1/24/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA