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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE 1492 W. FLAGLER ST.
SUITE 200
109 EAST BAY ST. MIAMI FL 33135-9-1000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 841-3894
FAX: (305) 841-3770
FAX: (804) 922-1000

(((H96000002126))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KBM INC.
FAX AUDIT NUMBER: H96000002126
DATE REQUESTED: 02/13/1996
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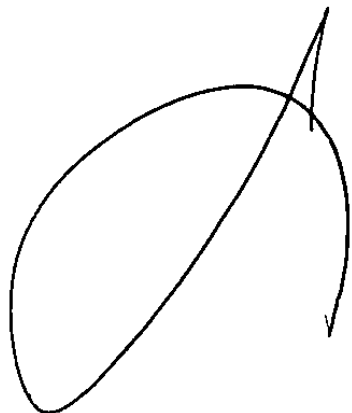
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 2/14

ARTICLES OF INCORPORATION

OF

KBM INC.

FILED
95 FEB 14 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

KBM INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be One Thousand (1,000) shares at \$1.00 par value, which shall be designated "Common Shares."

Prepared and Submitted by:
Michael J. Monchick, Esq., P.B.N. 163991
1803 S. Australian Ave., Suite A
West Palm Beach, FL 33409
Telephone: (407) 683-6990; Fax: (407) 689-5121

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ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be Palm Beach, County of Palm Beach, State of Florida, and its mailing address shall be:

c/o Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Ted G. Miller
c/o Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480

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ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

President & Director:

**Ted G. Miller
Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480**

Treasurer & Director:

**Stanley M. Kaplan
Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480**

Secretary & Director:

**Maurice H. Burman
Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480**

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

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

**Ted G. Miller
c/o Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480**

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ARTICLE X**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE XI

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 prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XII

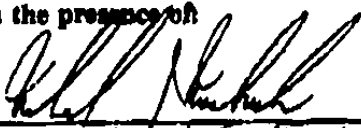
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.


Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 13th day of FEBRUARY, 1996.

In the presence of


Witness Michael J. Monchick


Witness Melrose Bell


Ted G. Miller, Incorporator

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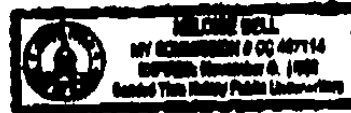
STATE OF FLORIDA

COUNTY OF PALM BEACH:

The foregoing Articles of Incorporation of KBM Inc. was sworn to and acknowledged before me by TED G. MILLER, who is personally known or who presented identification as specified in Section 117.03, Florida Statutes, this 23rd day of FEBRUARY, 1996.

NeLoise Bell

NELOISE BELL, Notary Public, State of Florida
Commission Number CC 497114
My commission expires: 11/6/99



- ☐ Affiant is personally known.
☒ Affiant produced identification - type of identification Fla D.C. M 460 80752-211
☒ Affiant took an oath.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, 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 KBM 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 Palm Beach, County of
Palm Beach, State of Florida, has named:

Ted G. Miller
c/o Moors & Cabot Inc.
2875 South Ocean Boulevard
Palm Beach, FL 33480

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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.


Ted G. Miller
Registered Agent

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA