

P96000013575

PINTER, SHAPIRO
& WILBERS, P.A.
ATTORNEYS AT LAW

428 CORPORATE SQUARE, SUITE C
NAPLES, FLORIDA 33942

Michael R. Pinter
Marc L. Shapiro
Michelle H. Wilbers
Tammy R. Strohl

(941) 641-1788
FAX (941) 641-1754

February 12, 1996

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

600001716776
-02/16/96--01043--010
****122.50 ****122.50

RE: KAEMPFER ENTERPRISES, INC.

Dear Ladies and Gentlemen:

Enclosed please find:

1. Original and one copy of proposed Articles of Incorporation;
2. Check #1294 in the amount of \$122.50 representing the filing fees; and

Please file accordingly. If you have any questions, please give me a call at (800) 780-1788.

Sincerely,



Renee Perkins
Certified Legal Assistant

96 FEB 16 PM 10:34
FEB 16 1996
FEB 16 1996

632/24/96

ARTICLES OF INCORPORATION
FOR
KAEMPFER ENTERPRISES, INC.

FILED
96 FEB 16 AM 10:35
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is KAEMPFER ENTERPRISES, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.

B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold,

own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is

empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with the par value of one dollar (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporator.

ARTICLE VI - DIRECTORS

There shall be TWO (2) members of the initial Board of Directors of the corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

William H. Kaempfer- 550 1st Avenue North, Naples, Florida 33940;

Kathleen A. Fulton- 550 1st Avenue North, Naples, Florida 33940;

ARTICLE VII - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is:

MICHAEL R. PINTER- 4328 Corporate Square, Ste. C, Naples, Fl. 33942

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will

be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - MAILING ADDRESS, INITIAL REGISTERED OFFICE AND AGENT


The mailing address and street address of the corporation's is 125 Airport Road N., Suite 203, Naples, Florida 33942.

The name and address of the initial registered agent of the corporation is: Michael R. Pinter, 4328 Corporate Square, Suite C, Naples, Florida 33942.

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares. The manner in which this option may be elected shall be prescribed by the Bylaws of this corporation.

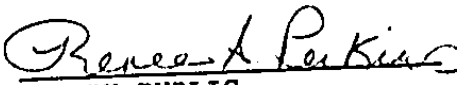
IN WITNESS WHEREOF, I have hereunto set my hand and seal on
this 5th day of ~~January~~ ^{February}, 1996.


Michael R. Pinter

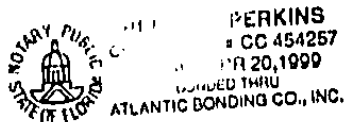
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared Michael R. Pinter, to me known
to be the persons described as the Incorporator in and who executed
and subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 5 day of ~~January~~ ^{Feb}, 1996.


NOTARY PUBLIC
(SEAL)

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 607.034 Florida Statutes, the
following is submitted:

FIRST: That KAEMPFFER ENTERPRISES, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 125 Airport Road, Suite 203, Airport
Road 33940, has named MICHAEL R. PINTER of 4328 Corporate Square,
Suite C, Naples, Florida 33942, as its agent to accept service of
process within Florida.

SECOND: 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.


MICHAEL R. PINTER
Resident Agent

2/5/96
Date

55 FEB 16 AM 10:35

P96000015575



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 259011 80998A

AUTHORIZATION *Patricia Pujols*

COST LIMIT : ~~\$500.00~~ 87.50

ORDER DATE : February 13, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 259011-005

900002086899--9

CUSTOMER NO: 80998A

CUSTOMER: Lidia Roberto, Legal Asst
Pinter Shapiro & Wilbers, Pa
Suite C
4328 Corporate Square
Naples, FL 34104

*Damm Leggett
at CSC
gave to add
shareholder
info-wal.*
DOMESTIC AMENDMENT FILING

NAME: KAEMPFER ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Name Change 2/19/97
DC

FILED
97 FEB 17 PM 3:01
RECEIVED
97 FEB 13 11:08:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

CSC - DANIEL LEGGETT

TALLAHASSEE, FL

SUBJECT: KAEMPFER ENTERPRISES, INC.
Ref. Number: P96000015575

RESUBMIT

Please give original
submission date as file date.

We have received your document for KAEMPFER ENTERPRISES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Please correct your document to reflect that it is filed pursuant to the correct statute number. 607.1006

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 697A00007851

RECEIVED
97 FEB 19 AM 10:55
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
KAEMPFER ENTERPRISES, INC.

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-referenced Corporation are hereby amended as follows:

1. Article I is hereby amended to read as follows:

KLAYMAN/KAEMPFER GROUP, INC.

2. The foregoing Amendment was approved on the 31st day of January, 1997, by the ^{shareholders,} Officers and Directors of Kaempfer Enterprises, Inc.

IN WITNESS WHEREOF, we have executed these Articles of Amendment this 17 day of February, 1997.

William D. Kaempfer
William Kaempfer
Vice-Chairman of Board
Secretary

Evelyn Klayman
Evelyn Klayman
Chairman of Board of
Directors
President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of February, 1997, by William Kaempfer and Evelyn Klayman, who both personally appeared before me at the time of notarization.

NOTARY PUBLIC, STATE OF FLORIDA



MICHAEL R. PINTER
COMMISSION # CC615924
EXPIRES MAR 16, 2001
BONDED THROUGH
ATLANTIC BONDING CO INC

Michael R. Pinter
MICHAEL R. PINTER
(printed name)

My commission expires:

(SEAL)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced: