

Secretary of State
Division of Corporation

Tallahassee, Fla.

P960000016672

RE. *Kendall Group, Inc.*
Gentelman:

Enclosed herewith are Articles of Incorporation for
the proposed Corporation indicated above.
Please prepare a certified copy of said articles of
Incorporation endorse your approval thereon, and return
the copy to me.

Enclosed is also a check.

100001721861
-02/22/96--01100--003
****122.50 ****122.50

Thank you

FILED
96 FEB 22 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22396

ARTICLES OF INCORPORATION

OF

Kendall Group Inc.

FILED
96 FEB 22 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Kendall Group Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: Kendall Group Inc.

ARTICLE II

DURATION

The duration of the Corporation will be perpetual.

ARTICLE III

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

MAILING ADDRESS

The mailing address of the Corporation shall be:

7171 Coral Way

Suit 301

Miami Fla. 33155

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock without par value. The Board of Directors shall determine the consideration for each share of common stock to be issued, consisting of any tangible or intangible property or benefit property or benefit to the Corporation, including cash, promissory notes, services performed or promises to perform services evidenced by a written contract.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7171 Coral Way Suit 301 Miami Fla. 33155

Corporation's initial registered agent at that address is:

Frank Lopez

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Frank Lopez	7171 Coral Way Suit 301 Miami Fla. 33155

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

Frank W. [Signature]
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared *[Signature]* to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me, that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida,

OFFICIAL NOTARY SEAL
ROGELIO LEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC470608
MY COMMISSION EXPI. JUNE 11, 1999

[Signature]
Notary Public, State of Florida

My Commission Expires:

FILED
96 FEB 22 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA