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J.D. SKIP BARDFELD, P.A.  
PINKIDA FLORELANDER, P.A.  
KARENLY S. SHECHTMAN, P.A.

420 N.E. 3RD AVENUE  
FL. LAUDERDALE, FL 33301  
TEL: (954) 523-3888  
FAX: (954) 767-0011

March 19, 1996

Attorney's Title Insurance Fund  
660 East Jefferson Street  
Suite 200  
Tallahassee, Florida 32301  
Attn: Julia

Re: KSS HOLDINGS, INC.  
Member #1829.

Dear Julia:

Please find enclosed herewith Articles of Incorporation in connection with the above-referenced corporation. Please file the same with the Secretary of State and thereafter forward to us a conformed copy (an additional copy has been provided. Also enclosed is a check in the amount of \$70.00 which represents the filing fee in this matter.

Thank you for your assistance with this matter.

Very truly yours,

**J.D. SKIP BARDFELD**

J.D. SKIP BARDFELD, ESQUIRE

JDB/lmv  
Enclosure  
031996

return TO  
pick up

6000001750886  
-03/20/96--01085--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
95 MAR 20 AM 10:15  
DIVISION OF CORPORATION  
FILED  
96 MAR 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PPC  
3-2-96

ARTICLES OF INCORPORATION

OF

KSS HOLDINGS, INC.

FILED  
96 MAR 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is KSS HOLDINGS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida General Corporation Act, including but not limited to real estate investment.

ARTICLE IV

The corporation is authorized to issue Five-Hundred (500) shares of capital stock at the par value of \$1.00 each.

ARTICLE V

The street address of the initial principal office of the corporation is 428 N.E. 3rd Avenue, Ft. Lauderdale, Florida 33301, and the name and address of the initial registered agent of the corporation is Kimberly S. Shechtman, 428 N.E. 3rd Avenue, Fort Lauderdale, Florida 33301.

ARTICLE VI

The corporation shall have initially one director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation is:

KIMBERLY S. SHECHTMAN

428 N.E. 3rd Avenue  
Fort Lauderdale, Fl 33301

ARTICLE VII

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

KIMBERLY S. SHECHTMAN

428 N.E. 3rd Avenue  
Fort Lauderdale, Fl 33301

ARTICLES OF INCORPORATION  
RE: KSS HOLDINGS, INC.

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ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.


ARTICLES IV

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

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

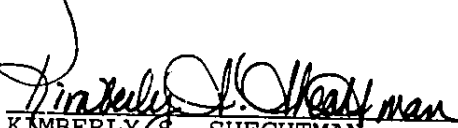
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of March, 1996.

  
KIMBERLY S. SHECHTMAN  
Subscriber and Registered Agent

DESIGNATION OF REGISTERED AGENT

I hereby accept the designation of registered agent for services of process upon KSS HOLDINGS, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 19th day of March, 1996.

  
KIMBERLY S. SHECHTMAN