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SMATHERS & KEMP, P.A.

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BENJAMIN F. SMATHERS  
E. DAVID KEMP

FILED  
MAR 25 1996  
TALLAHASSEE, FLORIDA  
PHONE (907) 848-8300  
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March 25, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECORDED 1761 1860  
-03/20/96-01062-015  
\*\*\*122.50 \*\*\*122.50

3-18-96

RE: Enclosed Documents  
KGR of Central Florida, Inc.

Dear Sir or Madam:

Enclosed, please find an original and one copy of Articles of Incorporation for KGR of Central Florida, Inc. Please advise if the copy I am sending can be certified as an original as the client neglected to sign both copies. (2 originals)

This firm's check number 5388 in the amount of \$122.50 is hereto enclosed representing the filing fee for the Articles of Incorporation.

Please return a copy of the recorded Articles to this office at your earliest convenience.

Please do not hesitate to contact this office if you have any questions regarding this matter.

Sincerely,

*Kathy Fairchild*

Kathy Fairchild  
Legal Assistant to  
E. David Kemp

/kf

4 96-15363

F. CHESSEY APR 5 1996

ARTICLES OF INCORPORATION  
OF

KGR OF CENTRAL FLORIDA, INC.

3-18-96

FILED  
MAR 28 PM 5:37  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be KGR OF CENTRAL FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation shall be: 2617 S. Orlando Ave., Sanford, FL 32773.

The name of the initial registered agent of this corporation at that address shall be: RICK MERRITT.

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
KEVIN ISAACS	2422 S. Volusia Ave. Sanford, FL 32773	Pres.
RICK MERRITT	2422 S. Volusia Ave. Sanford, FL 32773	Vice/Pres.
GORDEN CANTLEY	2422 S. Volusia Ave. Sanford, FL 32773	Sec./Treas.

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
RICK MERRITT	2422 S. Volusia Ave. Sanford, FL 32773
KEVIN ISAACS	2422 S. Volusia Ave. Sanford, FL 32773
GORDEN CANTLEY	2422 S. Volusia Ave. Sanford, FL 32773

#### ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
RICK MERRITT	2422 S. Volusia Ave. Sanford, FL 32773

#### ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

#### ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner

provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand  
and seal this 12<sup>th</sup> day of March 1996.

  
\_\_\_\_\_  
RICK MERRITT

(SEAL)

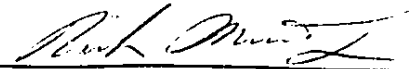
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

THAT, KGR OF CENTRAL FLORIDA, INC., desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation in the City of Sanford,  
County of Seminole, State of Florida, has named its Registered  
Agent, RICK MERRITT, 2617 S. Orlando Ave., Sanford, County of  
Seminole, State of Florida 32773, to accept service of process  
within this State.

ACKNOWLEDGEMENT


Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RICK MERRITT  
2422 S. Volusia Ave.  
Sanford, FL 32773

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared RICK MERRITT, to me personally known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand and official seal in the County and State last aforesaid this 14<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



OFFICIAL SEAL  
E. DAVID KEMP  
My Commission Expires  
Sept. 30, 1996  
Comm. No. CG-22866

FILED  
MAR 28 PM 6:37  
CLERK OF DISTRICT COURT  
JANUARY, FLORIDA