

P960000035200

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Kanzler Inc.
(Proposed corporate name - must include suffix)

800001787468
-04/19/96--01070--008
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FILED
95 APR 19 PM 1:53
TALLAHASSEE, FLORIDA

FROM: Ken Kanzler
Name (printed or typed)

361 S.W. 181st Ave.
Address

Pembroke Pines FL 33029
City, State & Zip

Sharon Kanzler 954-430-9326
Daytime Telephone number

AUTHORIZATION BY PHONE TO

CORRECT Reg. Agent

DATE 4/23/96

DOC. EXAM. BSB

APR 23 1996

BSB

612

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

KANZLER INC.

96 APR 19 PM 1:53

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, being a natural person and competent to contract, for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 607, Florida General Corporation Act and the acts amendatory thereof and supplemental thereto), does hereby adopt and make the following Articles of Incorporation and does hereby certify that:

ARTICLE I

NAME

The name of the corporation (hereinafter called the corporation) is:

KANZLER INC.

ARTICLE II

PURPOSE

The general nature of the business or businesses to be transacted by the corporation, which shall include the authority to engage in and transact, within and without the State of Florida or the United States any and all business or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, and supplemented, is as follows:

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right

therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties; to carry on a general construction, contracting, building, or realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To carry on a general mercantile, industrial, investing service or trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal, and mixed property of any and all kinds, including services together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes of businesses of the corporation; and generally to perform any and all acts connected therewith or arising

therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business; including the ownership and control of other corporations and serving as partner in a partnership, foreign or domestic, general or limited.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with the contract with reference to:

- (a) inventions, devices, formulae, processes and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants and concessions.

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statute, as amended and supplemented.

ARTICLE III

AUTHORIZED STOCK

The amount of the authorized capital stock of the corporation is Six Hundred Dollars (\$600.00). The maximum number of shares of stock which the corporation is authorized to have is 600 and the par value of each of such shares is One Dollar (\$1.00). All such shares are of one class and are designated as Common Stock.

ARTICLE IV

MINIMUM CAPITAL

The minimum amount of capital with which the corporation will commence business is Six hundred Dollars (\$600.00).

ARTICLE V

DURATION

The corporation is to have perpetual existence unless dissolved according to law.

ARTICLE VI

ADDRESS

The address, including initial street address, of principal office of the corporation is: 361 S.W 181st. Ave., Pembroke Pines, Florida 33029

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws but shall never be less than one. The name and address of the initial director of this corporation is: Ken Kanzler

ARTICLE VIII

INCORPORATION

The name and address of the person subscribing to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Ken Kanzler	361 S.W. 181st. Ave. Pembroke Pines, FL. 33029

ARTICLE IX

REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the corporation, and in further creating, dividing, limiting and regulating the powers of the corporation and of its directors and stockholders, it is hereby provided:

1. The by-laws shall prescribe the conditions under which stock certificates may be issued to replace lost or destroyed stock certificates.

2. The Board of Directors is expressly authorized and empowered to adopt and amend the first by-laws of the corporation and thereafter to adopt and amend by-laws which are not inconsistent with any by-laws that may have been adopted by the stockholders entitled to vote.

3. Any director may be removed, with or without cause, or may be suspended for cause, at any time in such manner as shall be provided in the by-laws of the corporation.

4. No contract or other transaction between the corporation and any other corporation or between the corporation and one or more of its directors and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers, of such other corporation. Any director of the corporation may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or

other transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting, or at any special meeting, shall insofar as permitted by law or by the Articles of Incorporation of the corporation, be valid and as binding as though ratified by every stockholder of the corporation; provided however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

5. Subject to any limitation in the by-laws, the members of the Board of Directors may be entitled to and may prescribe reasonable fees, salaries or other compensation for their services and to reimbursement for their services and to reimbursement for their expenses as such members after notice to and approval by stockholders. Nothing contained herein shall preclude any director from serving the corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation therefor.

6. Except as may otherwise be provided by law, the vote of at least a majority of the votes cast at a duly constituted meeting shall be the act of the stockholders entitled to vote.

ARTICLE X

ARTICLES OF INCORPORATION

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws.

ARTICLE XI

CERTIFICATE OF INCORPORATION

Upon the filing of these Articles of Incorporation with the Secretary of State of Florida, these Articles of Incorporation shall, and they are hereby deemed to be, the Certificate of Incorporation of the corporation and any reference to the term "Certificate of Incorporation" shall include these Articles of Incorporation as so approved.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents, or any person who may serve at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative, or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or omissions while being or having been such a director, officer, employee or agent was in any substantial way derelict in the performance of his duties; or, if such action, suit or proceeding shall be settled without a final determination on the merits and provided that it shall be determined that such director, officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him. The ability of the corporation to indemnify officers, directors, employees and agents shall include and be in accordance with all rights of indemnification pursuant to §607.014 of the Florida Statutes.

ARTICLE XIII

DESIGNATION OF REGISTERED OFFICE

AND AGENT AND ACCEPTANCE OF APPOINTMENT

The proposed corporation hereby designates the following address within the State of Florida as the address of its registered office at which service of process upon it within the State of Florida may be made, and at which its registered agent of such services shall be kept: 5493 N/W 171 Terrace, Miami Lakes FL.

The proposed corporation hereby designates the following person as its registered agent for service of process at the address aforesaid: Ken Kanzler

I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article XIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 18th day of April, 1996.


Ken Kanzler

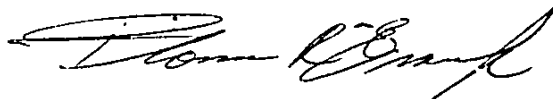
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 18th day of April, 1996.


Ken Kanzler

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Ken Kanzler known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 18 day of April, 1996.





THOMAS R. EVANS JR.
My Commission CC408940
Expires Sep. 21, 1998
Bonded by HAI
800-422-1565