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Check Number Only

5/20/96

Requester's Name  
SOML B. LIPSON AND CO.  
Address  
1515 UNIVERSITY DRIVE #222  
Coral Springs FL 33071  
City State ZIP Phone  
954-755-4405

VALIDATION ONLY

FILED  
MAY 21 PM 12:11  
TALLAHASSEE, FLORIDA

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-05/21/96-01098-003  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

The Kirtley Group, INC.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies              | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call If Problem           | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out                   |
| <input type="checkbox"/> Will Wait                 | <input checked="" type="checkbox"/> Pick Up |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSE

MAY 21 1996

CERTIFIED COPY

RECEIVED  
MAY 21 AM 10:00  
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION  
OF

THE KIRTLEY GROUP, INC.

FILED  
66 MAY 21 PM 12:11  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is The Kirtley Group, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10000. Such shares shall be of a single class, and shall have a par value \$ .01 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1515 University Drive, 222, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is Saul B. Lipson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time to time by the bylaws but shall never be less than one ( 1 ).

The names and addresses of the initial directors and officers of this corporation are:

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

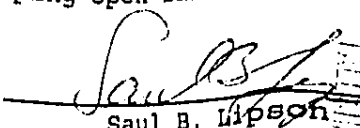
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That The Vintley Group, 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 Clearwater, County of Pinellas, State of Florida has named Saul B. Lipson at 1515 University Drive, 222, Coral Springs, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By

  
Saul B. Lipson

PLACE OF BUSINESS AND CORPORATE OFFICE:

The corporate office and place of business is 1018 Pine Brook Drive, Florida 34615

Coral Springs, fl 34615

FILED  
96 MAY 21 PM 12:11  
CLERK OF DISTRICT COURT  
JULY 21 1996  
TALLAHASSEE, FLORIDA

Saul E. Lipson

1515 University Drive 222

Coral Springs, Florida 33071

FILED  
MAY 21 1996  
CLERK OF COURT  
CORAL SPRINGS, FLORIDA

ARTICLE VII - INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or appeal any provision in the Article of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

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

Saul E. Lipson

1515 University Drive 222

Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of May, 1996.

Saul E. Lipson