Daminatara Mana DONALD W. HAFELE, P.A. 224 DATURA STREET CICHTICHTO A CSES A SEEHO -05/21/96---01050---019 *****295,00 *****122,50 IITH FLOOR WEST PALM REACH, FL 33401 City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) 2. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) □ Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENTS Amendment Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal

OTHER FILINGS
Annual Report
 Fictitious Name
Name Reservation

Profit

Other

NonProfit

	REGISTRATION QUALIFICATION
	Foreign
	Limited Partnership
ļ	Reinstatement
	Trademark
	Other

Merger

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Examiner's Initials

ARTICLES OF INCORPORATION FOR

KROP GROUP, INC.



ARTICLE I.

NAME

The name of this corporation is KROP GROUP, INC.

ARTICLE II.

NATURE OF BUSINESS

The nature of the business is to conduct as principal, as agent, and as broker a business for the purchase, sale, and resale, in wholesale and retail, raw and fabricated metal, chemical, plastic, agricultural and allied commodities, in bulk and in package lots, and in general to engage in such activities and services as are necessary, useful and lawful in connection with the furtherance of such business.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares at \$1.00 par value.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is one hundred (\$100.00) dollars.

ARTICLE V.

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The initial street address in the State of Florida of the principal office of the corporation is 224 Datura Street, Suite 1017, West Palm Beach, Fl 33401, and the name of the initial registered agent of this corporation at that address is Kenneth J. Dinnhaupt, Sr.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have not less than one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII.

INITIAL DIRECTORS

Kenneth J. Dinnhaupt, Sr., Chairman, 224 Datura Street, Suite 1017, West Palm Beach, Fl 33401

Edward J. Howard, 224 Datura Street, West Palm Beach, Fl 33401

William T. Kennedy, 127 Main Street, Norwell, MA 02061

ARTICLE IX.

Kenneth J. Dinnhaupt, Sm., 224 Datura Street, Suite 1017, West Palm Beach, Florida 33401

ARTICLE X. OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Kenneth J. Dinnhaupt, Jr., President, 10 Columbus Place, Apt. C 74, Brooklyn, New York 11201

Megan E. Kennedy, Executive Vice President, 127 Main Street, Norwell, MA 02061

Maura E. Dinnhaupt, Vice President, 1100 Grand Bahama, Singer Island, Florida 33404

Geraldine M. Dinnhaupt, Secretary, 1100 Grand Bahama, Singer Island, Florida 33404

Tina Cashetta, Treasurer, 38 Moore Avenue, Oceanside, New York 11572

ARTICLE XI.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XII. COMMENCEMENT

This corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this ______ day of April, 1996.

Kenneth J. Dinnhaupt, Sr

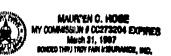
STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Kenneth J. Dinnhaupt, Sr., known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

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

NOTABLE PUBLIC

My Commission Expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE WOLLOWING

FIRST -- THAT KROP GROUP, INC.,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE

OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 224 Datura Street,
Suite 1017, West Falm Beach, Florida, 33401, HAS NAMED Kenneth J.

Dinnhaupt, Sr., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

Kenneth J. Dinnhaupt. Sr. TITLE: Chairman of the Board

DATE: April _____, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

HENNETH J DINNHAUPT.