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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 02- 00
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 641-3094
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(((H960000008931))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LKL, INC.
FAX AUDIT NUMBER: H960000008931 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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RECEIVED
JUN 26 PM 3:51
DIVISION OF CORPORATIONS

APC
6-27-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 27, 1996

EMPIRE CORPORATE KIT COMPANY
1492 WEST FLAGLER ST STE 200
MIAMI, FL 33135

SUBJECT: LKL, INC.
REF: W96000013647

We have received your document for LKL, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: E96000008931
Letter Number: 496A00031881

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arrangements for the acquisition of the shares, the stockholder shall have the right to dispose of his shares as he may see fit, provided the transfer is in accordance with these Articles and applicable law.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation, or written statement confirming issuance of shares in lieu of a stock certificate, shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE III

EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of corporate existence for the entity formed by these Articles shall be the 26 day of June, 1996, and this corporation is to exist perpetually thereafter.

ARTICLE IV

REGISTERED OFFICE

AND REGISTERED AGENT

The name of the initial registered agent of this corporation is Becker & Pollakoff, P.A., and the initial registered office is located at 13515 Bell Tower Drive, Suite 101 Fort Myers, Florida 33907.

ARTICLE V**DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the procedures set forth in the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME**ADDRESS**

Robert Conideris

1400 Estero Boulevard
Fort Myers Beach, Florida 33931

Directors of this corporation may take action by written consent as provided by law.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

NAME**ADDRESS**

Robert Conideris

1400 Estero Boulevard
Fort Myers Beach, Florida 33931**ARTICLE VII****BYLAWS**

The manner of exercising voting rights and procedures of the operation of the corporation are set forth in the Bylaws. The Bylaws may be amended in the manner set forth in the Bylaws.

ARTICLE VIII**AMENDMENTS**

These Articles may be amended by action or vote of a majority of the Board of

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Directors, provided, however, shareholder approval shall be obtained when required by law from time to time.

ARTICLE IX

INDEMNIFICATION

Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed Indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to

provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

Expenses. To the extent that a director, officer or committee member of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article IX above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article IX, or as otherwise permitted by law.

Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer or committee member, and shall inure to the benefit of the heirs and personal representatives of such person.

Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether the corporation would have the power to indemnify him against such liability under the provisions of this Article or

not. Notwithstanding anything in this Article IX to the contrary, the provisions herein provided for indemnification shall be applicable only to the extent insurance coverage does not apply or is insufficient.

Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE X

SPECIAL PROVISIONS

No contract or other transaction between the corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or are directors or officers of such other corporation or principal of such other entity, and any director or directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, corporation or entity in which he may be interested. Any director

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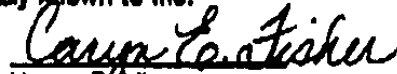
of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation or entity without regard to the fact that he is also a director or principal of such subsidiary or controlled corporation or entity.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26TH day of June, 1996.

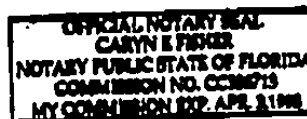

ROBERT CONIDARIS

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26TH day of June, 1996, by ROBERT CONIDARIS, who is personally known to me or has produced — as identification. If no type of identification is indicated, the above-named person is personally known to me.


Notary Public
Printed Name CARYN E. FISHER
State of Florida

My Commission Expires 04-03-98




**ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT
FOR LKLE OF FLORIDA, INC.**

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby certify that I am familiar with and accept the duties, responsibilities and obligations as registered agent for said corporation and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 27 day of June, 1996.

HECKER & POLIAKOFF, P.A.


BY: Joseph E. Adams, Attorney/Agent

FILED
96 JUN 27 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA