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Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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6355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
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FILED
96 JUL - 1 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 28, 1996

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600001882296
-07/02/96--01132--017
*****122.50 *****122.50

RE: KSC LAW MANAGEMENT II, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/jc
Enclosures/chk.

D. BROWN JUL - 5 1996

**ARTICLES OF INCORPORATION
OF**

KSC LAW MANAGEMENT II, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**KSC LAW MANAGEMENT II, INC.
5355 TOWN CENTER ROAD
SUITE 702
BOCA RATON, FLORIDA 33486**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To lease and operate professional offices.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5355 Town Center Road, Suite 702, Boca Raton, Fl 33486 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names of the initial Directors of the corporation are as follows:

ROBERT I. CLAIRE
RICHARD M. SELMAN
RICHARD M. BOGDANOFF
BARRY A. AHRON
GARY B. SCHARF

ARTICLE VII
OFFICER

The names and addresses of each initial officer is as follows:

Robert I. Claire, President 5355 Town Center Road
Suite 702 - The Plaza
Boca Raton, Florida 33486

Richard M. Selman, Vice Pres. 5355 Town Center Road
Suite 702 - The Plaza
Boca Raton, Florida 33486

Gary B. Scharf, Secretary 5355 Town Center Road
Suite 702 - The Plaza
Boca Raton, Florida 33486

Richard M. Bogdanoff, Treasurer 5355 Town Center Road
Suite 702 - The Plaza
Boca Raton, Florida 33486

ARTICLE VIII
INCORPORATOR

The name and address of each Incorporator is as follows:

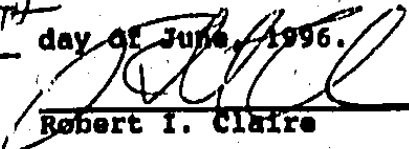
Robert I. Claire 5355 Town Center Road
Suite 702 - The Plaza
Boca Raton, Florida 33486

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 28TH day of June, 1996.


Robert I. Claire

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared ROBERT I. CLAIRE to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28TH day of June, 1996.


NOTARY PUBLIC
State of Florida

My Commission expires:

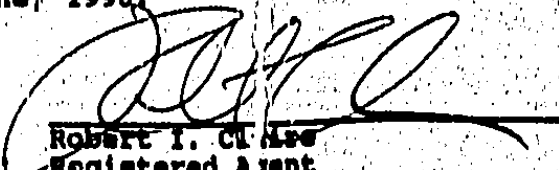


KAREN C. RICHARDT
MY COMMISSION # CC00001 EXPIRES
APR 10, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of KBC LAW MANAGEMENT II, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 28th day of June, 1996.


Robert I. Clarke
Registered Agent

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TALLAHASSEE, FLORIDA