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ROGER A. BRIDGES
ATTORNEY AT LAW
334 MINORCA AVENUE • SUITE 200
CORAL GABLES, FLORIDA 33134

FLORIDA BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER

July 17, 1996

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****122.50 ****122.50

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

Re: KIES ENTERPRISES, INC.

Gentlemen:

Enclosed are original and duplicate Articles of Incorporation re the above, together with my check in the amount of \$122.50.

Please file the original Articles and return the certified duplicate to me in the stamped preaddressed envelope attached.

Sincerely yours,

Roger A. Bridges

Roger A. Bridges

RAB:dks

Enc.

JUL 25 1996 BSB

96 JUL 23 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
KIES ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person under no legal disability, hereby forms a corporation under the laws of the State of Florida

ARTICLE 1
NAME

The name of this Corporation is **KIES ENTERPRISES, INC.**

ARTICLE 2
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 3
CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is: **FIVE THOUSAND (5000)** shares of the par value of **TEN CENTS (\$.10)** per share.

ARTICLE 4
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 5

The street address of the initial business office of this Corporation is 334 Minorca Avenue, Suite 200, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation is **ROGER A. BRIDGES**, 334 Minorca Avenue, Suite 200, Coral Gables, Florida 33134.

ARTICLE 6
DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders as the By-Laws direct, but shall never be less than one (1). The name and street address of the member of the first Board of Directors are as follows:

FILED
JUL 23 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROGER A. BRIDGES

334 Minorca Avenue, Suite 200
Coral Gables, Florida 33134

ARTICLE 7
INCORPORATORS

The name and street address of the person signing these Articles of Incorporation are as follows:

ROGER A. BRIDGES

334 Minorca Avenue
Suite 200
Coral Gables, Florida 33134

ARTICLE 8
SPECIAL CHARTER PROVISIONS

1. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation be owned by this Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are peculiarly or otherwise interested in, or are the directors or officers of, such other corporation; any director, individually, or any firm of which such director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors, or a majority thereof; and any director of this 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 of this Corporation which shall authorize such contract or transaction, and may vote thereat to authorize 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.

2. Upon determination by the Board of Directors that the conditions of Section 1244 of the Internal Revenue Code of the United States are met with respect to any issue of the capital stock authorized by these Articles of Incorporation, all or any part of such capital stock shall be issued as such "Section 1244 Stock", entitling the owner or owners thereof to the benefits provided by said Section 1244.

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

Roger A. Bridges
ROGER A. BRIDGES

STATE OF FLORIDA
COUNTY OF DADE

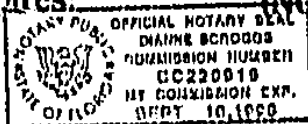
The foregoing instrument was acknowledged before me this 17 day of July, 1996, by **ROGER A. BRIDGES**, who personally appeared before me at the time of notarization, and who is personally known to me.

Dianne Serong
NOTARY PUBLIC, State of Florida a t

Large.

Dianne Serong
(Print Name)
(NOTARIAL SEAL)

My Commission Expires:



I hereby accept designation as Registered Agent of **KIES ENTERPRISES, INC.**

Roger A. Bridges
ROGER A. BRIDGES

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96 JUL 23 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA