

P96000068483

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

RAYMOND C. ALLEY (1893-1979)
HAROLD G. MAASS (OF COUNSEL)
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ALAN LINDSAY
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DAVID H. BAKER
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LOUIS L. HAMBLY III
ROD R. MAASS
M. TIMOTHY HANLON
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SUITE 404
PORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
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August 9, 1996

VIA CERTIFIED MAIL
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
8.9.96

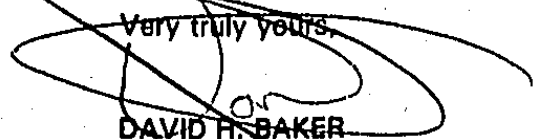
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***122.50 ***122.50

RE: KANE & ASSOCIATES, INC.

Dear Sirs:

Enclosed are the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the filing fees, registered agent designation and a certified copy of the filed Articles.

I enclose a prepaid self-addressed, stamped envelope for your convenience in returning the certified copy and the charter to me.

Very truly yours,

DAVID H. BAKER

DHB/bdr
Enclosures

FILED
95 AUG 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-9-76

ARTICLES OF INCORPORATION
OF
KANE & ASSOCIATES, INC.

FILED
06 AUG 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is KANE & ASSOCIATES, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 VI - Principal Office: Mailing Address

The mailing address of this corporation is 264 Gleneagles Drive, Atlantis, Florida 33462.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is David H. Baker.

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Howard Kane, 264 Gleneagles Drive, Atlantis, Florida 33462

Linda Kane, 264 Gleneagles Drive, Atlantis, Florida 33462

Article IX - Incorporator

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

Howard Kane, 264 Gleneagles Drive, Atlantis, Florida 33462

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


Article XI - By-Laws

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

Article XII - Amendment

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

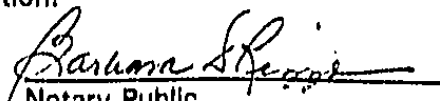
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of August, 1996.



Howard Kane

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing Instrument was acknowledged before me this 9th day of August, 1996 by Howard Kane, who is personally known to me or who has produced _____ as identification.

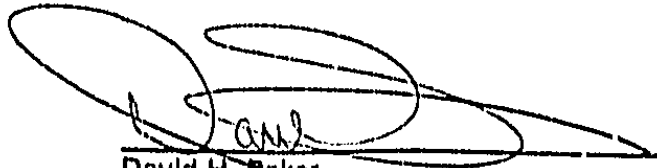


Notary Public
BARBARA D. RIZZO
Notary Public Printed
My Commission Number:
My Commission Expires:



Acceptance of Designation

The undersigned, David H. Baker, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


David H. Baker

FILED
96 AUG 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA