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October 10, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/15/96--01099--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation for:  
K M & S MANAGEMENT CORPORATION

Dear Sir/Madam:

Enclosed for filing, on behalf of K M & S MANAGEMENT CORPORATION, are:

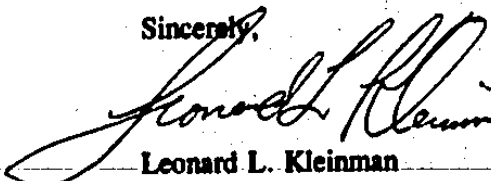
1. Articles of Incorporation (an original and one copy), and
2. Certificate of Designation/Registered Agent

Please file the Articles of Incorporation and Certificate of Designation and return a "filed copy" to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check for \$70.00 representing the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 filing fee for the Certificate of Designation/Registered Agent.

Please call me if you have any questions or need additional information.

Sincerely,

  
Leonard L. Kleinman

LLK/db  
Enclosures

OCT 16 1996

BSB

FILED  
96 OCT 14 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**K M & S MANAGEMENT CORPORATION**

**FILED**

96 OCT 14 PM 3:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of K M & S MANAGEMENT CORPORATION under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation is: K M & S MANAGEMENT CORPORATION.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida, including the acquisition, ownership, rental, and sale or disposition of real and personal property and the providing of services as may be customary in said activity or business.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. PREEMPTIVE RIGHTS**

Each shareholder, upon the Corporation's sale for cash of any stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which such shareholder already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase such shareholders prorata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder of said kind, class, or series who does not exercise it and pay for the stock preempted within thirty (30) days of the holder's receipt of a notice in writing from the Corporation inviting said shareholder to exercise the right.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 1717 Second Street, Suite A, Sarasota, Florida 34236 and the name of the Corporation's initial registered agent at that address is NEIL MALAMUD.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and street address of the initial Directors are:

<u>Name</u>	<u>Address</u>
Neil Malamud	1717 Second St., Suite A Sarasota, Fl. 34236
William Schoenberg	1717 Second St., Suite A Sarasota, Fl 34236
Leonard L. Kleinman	5700 W. Mariner Dr. # 601 Tampa, Fl 33609-3421

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Leonard L. Kleinman	5700 W. Mariner Dr. #601 Tampa, Fl. 33609-3421

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.16, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. SUBCHAPTER S ELECTION: MANDATORY DISTRIBUTIONS

This Corporation intends to elect status as an S Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "Code").

On or before the tenth day of the fourth calendar month of any calendar year following a calendar year in which the Corporation (i) was an S Corporation and (ii) had taxable income for federal income tax purposes, the Corporation, if allowed by applicable law,

shall declare any pay a dividend to its shareholders. The amount of any such dividend, in the aggregate, shall be at least equal to the product derived when (i) the amount of the Corporation's taxable income for the immediate prior year is (ii) multiplied by the highest stated percentage set forth in Section I of the Code (without regard to Section 1[g] for married individuals filing joint returns.

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter every amendment shall be effected in such manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of October, 1996.

  
Leonard L. Kleinman, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of October, 1996 by Leonard L. Kleinman, who is personally known to me.

  
Notary Public

My Commission Expires:

(Affix Notarial Seal)



LESLIE W STOCKETT  
My Commission CC296749  
Expires Jun. 23, 1997  
Bonded by HAI  
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE.**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.031, Florida Statutes, the following is submitted: That K M & S MANAGEMENT CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Sarasota, Sarasota County, State of Florida, has named Neil Malamud located at 1717 Second St., Suite A, Sarasota, Sarasota County, State of Florida 34236, as its agent to accept service of process within the state.

Acknowledgment: Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, I agree to act in that capacity and I acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.325.



\*Neil Malamud

FILED  
96 OCT 14 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA