

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

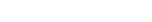
To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

96 OCT 17 PM 2:35

Mr. 627, 17 1996,

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY		_____	_____

WALK-IN M 17 1:00
Will Pick Up

C.C. FEE.		DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File _____		
<input type="checkbox"/> Corp. Record Search _____		
<input type="checkbox"/> Ltd. Partnership File _____		
<input type="checkbox"/> Foreign Corp. File _____		
<input checked="" type="checkbox"/> Corr-Copy(s) <i>Photo</i> _____		
<input type="checkbox"/> Art. of Amend. File _____		
<input type="checkbox"/> Dissolution/Withdrawal _____		
<input type="checkbox"/> C U S: <i>10/17/00 01/01/01 0000</i> _____		
<input type="checkbox"/> Fictitious Name File <i>10/17/00 01/01/01 0000</i> _____		
<input type="checkbox"/> Name Reservation _____		
<input type="checkbox"/> Annual Report/Reinstatement _____		
<input type="checkbox"/> Reg. Agent Service _____		
<input type="checkbox"/> Document Filing _____		
<input type="checkbox"/> Corporate Kit _____		
<input type="checkbox"/> Vehicle Search _____		
<input type="checkbox"/> Driving Record _____		
<input type="checkbox"/> Document Retrieval _____		
<input type="checkbox"/> UCC 1 or 3 File _____		
<input type="checkbox"/> UCC 11 Search _____		
<input type="checkbox"/> UCC 11 Retrieval _____		
<input type="checkbox"/> File No.'s, _____ Copies _____		
<input type="checkbox"/> Courier Service _____		
<input type="checkbox"/> Shipping/Handling _____		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prep. _____		
<input type="checkbox"/> FAX () <i>pgs.</i> _____		
SUBTOTALS _____		
Fee	\$ _____	
DISBURSED	\$ _____	
SURCHARGE	\$ _____	
TAX on corporate supplies	\$ _____	
SUBTOTAL	\$ _____	
PREPAID	\$ _____	
BALANCE DUE	\$ _____	

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

FILED

OF

96 OCT 17 PM 2:35

KEMP REALTY, INC.

RECEIVED
FLORIDA
ATTESTED
FLORIDA

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

ARTICLE I. CORPORATE NAME.

The name of this corporation is: KEMP REALTY, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be:
3000 N. Palm Aire Drive, #207
Pompano Beach, Florida 33069

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The street address of the initial Registered Office of this Corporation in the State of Florida shall be: 8411 West Oakland Park Blvd., #202, Sunrise, Florida 33351, and the initial Registered Agent of this Corporation is, Bernard D. Canarick, Esquire who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Sandy Kemp, 3000 N. Palm Aire Drive, #207, Pompano Beach, FL 33069.

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Sandy Kemp, 3000 N. Palm Aire Drive., #207, Pompano Beach, Florida 33069.

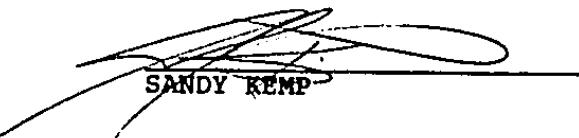
ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. INDEMNIFICATION.

This Corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 15 day of October, 1996.



SANDY KEMP

STATE OF FLORIDA)
COUNTY OF BROWARD)
 S

BEFORE ME, a Notary Public, personally appeared SANDY KEMP,

who is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 15th day of October, 1996, said signator having produced P.L. as proper identification.

Priscilla Moore Rogers
Notary Public, State of Florida
at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED this 15th day of October, 1996.

Bernard D. M.

96 OCT 17 PM 2:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA