



•PETER N. MEROS
•WALTER E. SMITH
BOARD CERTIFIED
CIVIL TRIAL LAWYERS

P 96000086517
LAW OFFICES OF
MEROS, SMITH & OLNEY

PROFESSIONAL ASSOCIATION

1301 Fourth Street North
St. Petersburg, Florida 33701
Post Office Box 27
St. Petersburg, Florida 33731
Telephone (813) 822-4929
Fax (813) 821-7140

GREGORY L. "SKIP" OLNEY, II
FORMER ASSISTANT STATE ATTORNEY

September 9, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: K & K Corporation

100001945821
-09/12/96--01067--015
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced matter. Please file the original and file stamp the copy and return to the undersigned. A check for \$122.50 is enclosed for costs of the same.

Please call me should you have any questions regarding the enclosure. Thank you for your attention to this matter.

Very truly yours,

Walter E. Smith

Walter E. Smith

WES/dd

enclosures

*789,503,1671
w/96-19326*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 18 PM 3:39

D. BROWN OCT 21 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1996

WALTER E. SMITH, ESQ.
MEROS, SMITH & OLNEY
POST OFFICE BOX 27
ST. PETERSBURG, FL 33731

SUBJECT: K & K CORPORATION
Ref. Number: W96000019326

We have received your document for K & K CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 096A00042645

ARTICLES OF INCORPORATION

OF

PREMIER VENTURA CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 18 PM 3:39

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

ARTICLE ONE

The name shall be **PREMIER VENTURA CORPORATION.**

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** all of which shall be common shares with par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a

right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith, Esquire
1301 - 4th Street, North
St. Petersburg, FL 33701

ARTICLE SEVEN

The street address of the principal office of the corporation is:

3665 East Bay Drive
Suite 205-257
Largo, FL 34641

ARTICLE EIGHT

The name and address of the first Board of Directors are:

Jerral Jabbar Killens
2335 Lamparilla Way, South
St. Petersburg, FL 33712

Latroy Bari Killens
1230 - 30th Street, South
St. Petersburg, FL 33712

ARTICLE NINE

The name and address of the incorporator of this corporation is:

Jerral Jabbar Killens
2335 Lamparilla Way, South
St. Petersburg, FL 33712

ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of August, 1996.

Jerral Killens
JERRAL JABBAR KILLENS

STATE OF FLORIDA)

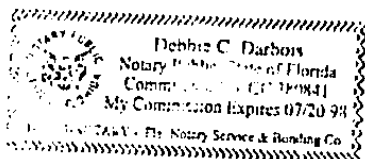
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Walter E. Smith to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

23rd WITNESS my hand and seal in the County and State aforesaid this day of August, 1996.

Debbie C. Darbois
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRET FILED
DIVISION OF STATE
95 OCT 18 PM 3:39

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PREMIER VENTURA CORPORATION

2. The name and street address of the registered agent and office is:

Walter E. Smith
1301 - 4th Street, North
St. Petersburg, Florida 33701

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Walter E. Smith