

SHERMAN & WALDMAN  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

GARY E. SHERMAN, P.A.

ALEIDA ORS WALDMAN, P.A.

OF COUNSEL  
HAROLD A. SHERMAN  
JAMES W. WALDMAN

140 SOUTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33301

(954) 34-1100  
TELEFAX (954) 524-0008

1 FL & VA BARS  
\* NJ BAR BOARD CERTIFIED CIVIL TRIAL LAWYER

October 18, 1996

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

1 000072482631-009-1  
\*\*\*\*131.50 \*\*\*\*131.50

100001982631  
10/22/96--01061--009

Re: Filing Articles of Incorporation for Kara Management Strategies, Inc.  
Our File No.: 96-1203.01

Dear Secretary of State:

Enclosed please find the original executed Articles of Incorporation in connection with the above cited professional association.

In addition to the original, sealed Articles of Incorporation, please return to my office a copy of the Certificate of Status showing the initiation of the Association.

Finally, I have also enclosed a check in the amount of \$131.25 to cover the registration fee for the Articles (\$122.50) and the cost for the Certificate (\$8.75) in connection herewith.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

ALEIDA ORS WALDMAN

AOW/lda

Enclosures

cc: Sal A. Barbera

H:\SAC\BARBERA\RA\KARAMGMT\INC\CORP\AT\STATE\LT

FILED  
96 OCT 21 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER OCT 22 1996

ARTICLES OF INCORPORATION  
OF  
KARA MANAGEMENT STRATEGIES, INC.

**FILED**  
96 OCT 21 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME OF CORPORATION

The name of this Corporation shall be:

**KARA MANAGEMENT STRATEGIES, INC.**

ARTICLE II  
GENERAL NATURE OF BUSINESS

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

ARTICLE III  
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is five hundred (500) shares of Common Stock, no par value per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 IV  
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V  
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 1200 N. Federal Highway, Ste. 200, Boca Raton, Florida 33432. The mailing address of this corporation shall be 1200 N. Federal Highway, Ste. 200, Boca Raton, Florida 33432. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI  
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII  
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

**Sal A. Barbera**  
**1200 N. Federal Highway, Ste. 200**  
**Boca Raton, FL 33432**

ARTICLE VIII  
INCORPORATOR

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is **Sal A. Barbera, 1200 N. Federal Highway, Ste. 200, Boca Raton, Florida 33432.**

ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **440 South Andrews Avenue, Ft. Lauderdale, Florida 33301**, and the name of the initial registered agent of this Corporation at that address is **Gary E. Sherman, Esquire**. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X  
POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI  
INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a

person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

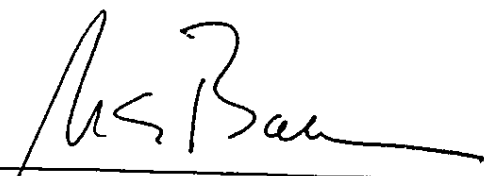
ARTICLE XII  
AMENDMENT

The 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 shareholder(s) is subject to this reservation.

ARTICLE XIII  
BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
15 day of October, 1996.

  
\_\_\_\_\_  
Sal A. Barbera

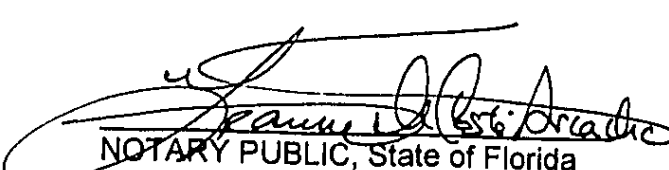
STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF BROWARD       )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of October, 1996, by **Sal A. Barbera** as incorporator to these Articles, who is personally known to me or who has produced a **driver license** as identification and who did take an oath.

My Commission Expires:



LEANNE DECOSTE-ARCACHA  
My Commission CC348563  
Expires Feb. 15, 1998  
Bonded by HAI  
800-422-1558

  
NOTARY PUBLIC, State of Florida

Print name: \_\_\_\_\_

Title: \_\_\_\_\_

[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
96 OCT 21 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following  
is submitted:

**KARA MANAGEMENT STRATEGIES, INC.**, a corporation being organized  
under the laws of the State of Florida, designates as its registered office **Gary E.  
Sherman, Esquire**, and has named **Gary E. Sherman, Esquire**, as its agent to  
accept service of process within the State of Florida.

**ACKNOWLEDGMENT.**

Having been named to accept service of process for **KARA  
MANAGEMENT STRATEGIES, INC.** at the place designated in this Certificate, I  
hereby agree to act in such capacity and agree to comply with the provisions of  
said Act with respect to keeping such office open.

By: 

**GARY E. SHERMAN, ESQ.,**  
REGISTERED AGENT



Sal A. Barbera  
7800 Sequola Lane  
Parkland, Florida 33067  
954-341-4363

P96000087010

February 19, 1997

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

Re: KARA Management Strategies, Inc.  
Document Number: P96000087010

To Whom It May Concern:

Please be advised that the above mentioned corporation has changed its mailing address  
to:

KARA Management Strategies, Inc.  
440 South Andrews Avenue  
Fort Lauderdale, Florida 33301  
Attention: Sal A. Barbera, President.

Sincerely,

  
SAL A. BARBERA

SAB/as  
15WCBARBERA18AUMSCDEPT11.01

K.S. FEB 25 1997