



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

January 27, 1997
P970000010396

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Kohn Advisors Inc.
P3330858 KOH

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Kohn Advisors Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

R. Cephas
Regina Cephas
Vice President

enc.

FEB 5

BSB
FILED
97 JAN 29 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/06/97-01006-014
***70.00 ***70.00

ARTICLES OF INCORPORATION
OF

KOHN ADVISORS INC.

FILED

The undersigned natural person(s), of the age of 21 or more, acting as the incorporator(s) do hereby form a corporation under the corporate laws of the state of Florida do hereby certify the following:

JAN 29 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of the corporation will be Kohn Advisors Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643.
The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 18463 NW 24th Street, Pembroke Pines, FL 33029.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 1,000,000 shares at .0100 par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- David Kohn-5840 N.E. 22nd Way, Unit 723, Ft. Lauderdale, FL 33308.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
Shelley L. Dunkelberger - 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 20th day of January 1997.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 20th day of January, by Shelley L. Dunkelberger.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Notary Public

This document was prepared by, Shelley L. Dunkelberger, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this KOHN ADVISORS INC. desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Pembroke Pines, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.



Larry Wolfe

January 20, 1997

Date

FILED
97 JAN 29 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA