

P97000011019

January 27, 1997

Secretary of State
Corporations Division
409 E. Gaines St.
Tallahassee, FL 32399

Re: Articles of Incorporation, Kidman Capital Corporation

To Whom It May Concern:

Enclosed please find my Articles of Incorporation Form along with my Articles.
I am also enclosing a check in the amount of \$122.50 to cover all costs.

Would it please be possible for you to return these to me overnight mail?
I am enclosing a UPS label completed with my Account Number. I wish to get
this going as soon as possible. I ordered a copy of the necessary papers
from the state January 21, 1997 and have yet to receive them in the mail.

Thanks for all your help. If you need to reach me during the day, you can
reach me at 1-800-881-8828.

Regards,

Laura Kidman

Laura M. Kidman

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-01/28/97--01152--004
****122.50 ****122.50

W97-2573

AL FEB 4 1997

FILED
97 JAN 31 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1997

LAURA M. KIDMAN
6348 FALCON DR.
ENGLEWOOD, FL 34224

SUBJECT: KIDMAN CAPITAL CORPORATION
Ref. Number: W97000002573

We have received your document for KIDMAN CAPITAL 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 articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00005414

ARTICLES OF INCORPORATION
OF
KIDMAN CAPITAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby incorporate myself to become a corporation for profit under Florida law.

ARTICLE I

The name of the corporation is Kidman Capital Corporation.

ARTICLE II

The corporation may make mortgages on real estate, do consulting and management services. The corporation may also lease residential real estate, own and operate hotels and motels and any other enterprises not prohibited by law.

ARTICLE III

The aggregate number of shares which this corporation is authorized to issue is 1,000, all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE IV

This corporation will have perpetual existence.

ARTICLE V

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. Each shareholder shall have full preemptive rights to purchase any shares held or owned by other shareholders of the corporation.

Each shareholder of any class of stock of this corporation shall also be entitled to full preemptive rights to purchase any corporate securities carrying rights of subscription to, and/or acquisition of, any unissued or treasury shares.

ARTICLE VI

The business office of the corporation shall be located at 6348 Falcon Drive, Englewood, FL 34224.

ARTICLE VII

The address of the registered office of the corporation is: 6348 Falcon Drive, Englewood, FL 34224. The name of the Registered Agent is: Laura M. Kidman.

ARTICLE VIII

The corporation's existence will begin on that first day that it becomes legally qualified to transact business in Florida.

ARTICLE IX

The corporation may indemnify any officer, agent or other representative, when reasonable, to the fullest extent permitted by law.

ARTICLE X

The corporation shall have one director initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

ARTICLE XI

The name and address of each member of the first board of directors is:

Laura M. Kidman
6348 Falcon Drive
Englewood, FL 34224

ARTICLE XII

The name and street address of the incorporator to these Articles of Incorporation
is:

Laura M. Kidman

6348 Falcon Drive

Englewood, FL 34224

The undersigned incorporator has executed these Articles of Incorporation this

1st day of February, 19 97.

Laura M. Kidman

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 Kidman Capital Corporation

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

Laura M. Kidman

(NAME)

6348 Falcon Drive

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Englewood, FL 34224

(CITY/STATE/ZIP)

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SECRETARY OF STATE

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.

Laura M. Kidman
(SIGNATURE)

2-3-99
(DATE)