



THE UNITED STATES
CORPORATION
COMPANY

P97000013441

ACCOUNT NO. : 072100000032

REFERENCE : 255721 4330594

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : February 11, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 255721-005

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

60000200306C--4

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: KSP MANAGERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 FEB 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 11 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2/11/97

ARTICLES OF INCORPORATION

OF

KSP MANAGERS, INC.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

KSP Managers, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

FILED
91 FEB 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Lyle Stern
407 Lincoln Road
Miami Beach, FL 33139

Bruce H. Koniver
407 Lincoln Road
Miami Beach, FL 33139

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

407 Lincoln Road
Miami Beach, Florida 33139

Executed at Miami, Florida this 10 th day of February,
1997.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: 

Martin J. Nash,
Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of KSP
Managers, Inc., the undersigned accepts such appointment and
agrees to act in such capacity.

Dated this 10th day of February, 1997.

A Z REGISTERED AGENT CORPORATION
Registered Agent

By: 

Martin J. Nash,
Vice President

FILED
97 FEB 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA