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LAW OFFICES
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LICENSED IN FLORIDA, ARIZONA AND PENNSYLVANIA

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February 27, 1997

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Kilian Management Incorporated

800002102048--4
-03/03/97--01038--001
****122.50 ****122.50

Gentlemen:

Enclosed for filing are two original counterparts of Articles of Incorporation for the captioned Florida corporation, together with our check in the amount of \$122.50 for filing fees, as follows:

\$ 35.00 - Corporation filing fee
35.00 - Designation of Resident Agent
52.50 - Certified Copy of Articles
\$122.50

Please return the certified copy of the Articles to this office. Should you have any questions in this regard, please give a call to our office.

Very truly yours,

LAW OFFICES OF W. LEE KING, JR., P.A.



W. Lee King, Jr., Esquire

WLKJr/jbc
enclosures

FILED
97 MAR -3 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PK
3/10/97

**ARTICLES OF INCORPORATION
OF
KILIAN MANAGEMENT INCORPORATED**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, and competent to contract, hereby associates himself together to form a corporation for profit under the laws of the State of Florida. The effective date of Incorporation will be the date of filing of these Articles.

ARTICLE I - NAME

The name of the corporation is: **KILIAN MANAGEMENT INCORPORATED.**

ARTICLE II - NATURE OF BUSINESS

To do all and every necessary and proper act for the purpose of transacting any and lawful business and/or any other objectives enumerated in this certificate of incorporation or any amendment thereof or necessary and incidental to the protection and benefit of the corporation; and in general to carry on any lawful business permitted under the laws of the United States of America, the State of Florida and all singularly remaining States in the Union.

ARTICLE III - TERM OF EXISTENCE

This Corporation shall have perpetual existence and the commencement of the Corporate existence shall be at the time of the filing of these Articles.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of One Dollars (\$1.00) per share. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at and regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the business and the corporation is to be: 3451 S.E. Fairway West, Stuart, Florida 34997. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation in the State of Florida as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The registered agent of this corporation shall be: Frank J. Kilian, and the mailing address shall be: 3451 S.E. Fairway West, Stuart, Florida 34997.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The corporation shall never be less than one (1) Director.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Frank J. Kilian	President	3451 S. E. Fairway West Stuart, Florida 34997
Debbie B. Kilian	Vice President	3451 S. E. Fairway West Stuart, Florida 34997

ARTICLE IX - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are as follow

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK</u>
Frank J. Kilian	3451 S.E. Fairway West Stuart, Florida 34997	Fifty (50%)
Debbie B. Kilian	3451 S.E. Fairway West Stuart, Florida 34997	Fifty (50%)

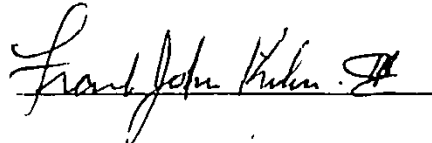
ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders meeting by a majority of the stock entitled to a vote thereto, unless all the stockholders and all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors an the Stockholders.

IN WITNESS WHEREOF, We, have hereunto set our names and seals, acknowledged and filed the foregoing Articles of Incorporation this under the laws of the State of Florida, this 27 day of February 1997.



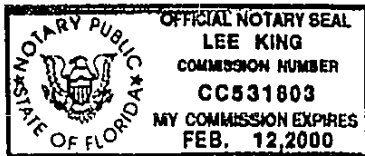


STATE OF FLORIDA

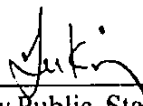
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **FRANK J. KILIAN** and **DEBBIE B. KILIAN**, who are personally known to me, or who have presented a driver's license(s) as identification and who did/did not take an oath, executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 27 day of February, 1997.



[SEAL]



Notary Public, State of Florida

Printed Name of Notary Public
My Commission No.: _____
Expires: _____

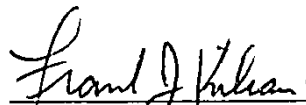
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, and 607.0501, Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST: That **KILIAN MANAGEMENT INCORPORATED**, having been organized
under the laws of the State of Florida, with its principal office and place of business at 3451 S. E.
Fairway West, Stuart, Florida 34997, as indicated in the Articles of Incorporation, has named Frank
J. Kilian, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



Frank J. Kilian
3451 S.E. Fairway West
Stuart, Florida 34997

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FILED