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CARL J. ROBIE, III\*  
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\*ALSO ADMITTED IN PENNSYLVANIA  
\*\*ALSO ADMITTED IN OHIO

March 3, 1997

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32301

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-03/06/97--01073--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

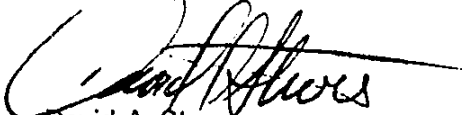
Re: KD & Associates, Inc.

Dear Sir/Madam:

Enclosed for filing are the proposed Articles of Incorporation for KD & Associates, Inc. Also enclosed is a check in the amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 registered agent designation.

Please file the original Articles and issue a certificate of incorporation. I have enclosed a copy of the Articles for conforming and return to me.

Very truly yours,

  
David A. Steves

DAS:jg

Enclosures

MAR 12

BSB

FILED  
97 MAR -6 PM 1:17  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**KD & ASSOCIATES, INC.**

**FILED**  
97 MAR -6 PM 1:17  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

Name: The name of this corporation is **KD & ASSOCIATES, INC.**

**ARTICLE II**

Term of Existence: The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

Nature of Business: This corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

Powers: The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of

interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees for any or all of the directors, officers, and employees or its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

Capital Stock: This corporation is authorized to issue 600 shares of One-Dollar (\$1.00) par value common stock, which shall be designated Common Shares.

#### ARTICLE VI

Initial Registered Office and Agent: The street address of the initial registered office of this corporation is 6522 Creekwood Drive, Sarasota, Florida, 34233, and the name of its initial registered agent at such address is Kathryn S. Delph.

#### ARTICLE VII

DIRECTORS: The corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by By laws adopted by the shareholders, provided that the corporation shall always have at least one (1) director. The names and street address of the initial director of this corporation, who shall serve until successors are duly elected and qualified is, Kathryn S. Delph.

#### ARTICLE VIII

Subscriber: The name and street address of the incorporator signing these Articles of Incorporation is: Kathryn S. Delph, 6522 Creekwood Drive, Sarasota, Florida, 34233.

#### ARTICLE IX

Special Provisions: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this corporation.

#### ARTICLE X

Indemnification: The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

#### ARTICLE XI

Preemptive Rights: 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 shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XII

Removal of Directors: The shareholders of this corporation shall be titled to remove any director from office at anytime for any reason whatsoever, whether or not there is cause for removal.

#### ARTICLE XIII

Amendment: These Articles of Incorporation may be amended in the manner provided by law.

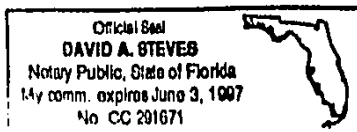
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3<sup>rd</sup> day of MARCH, 1997.

  
Kathryn S. Delph

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3 day of March, 1997.

My Commission Expires:



  
Notary Public

STATE OF FLORIDA - DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon whom process maybe Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 49.091, Florida Statutes:

**KD & ASSOCIATES, INC.**, a corporation organized under the laws of the State of Florida, with its principal office at 6522 Creekwood Drive, Sarasota, Florida, 34233.

has named: **Kathryn S. Delph**

whose address is: **6522 Creekwood Drive, Sarasota, Florida, 34233.**

as its agent to accept service of process within this State.

OFFICERS

**Kathryn S. Delph, President**

DIRECTORS

**Kathryn S. Delph**

By:  , President  
**Kathryn S. Delph**

Acceptance:

I hereby agree, as Resident Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

By:  , Resident Agent  
**Kathryn S. Delph**

FILED  
97 MAR -6 PM 1:17  
TALLAHASSEE, FLORIDA