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LAW OFFICES OF  
W.R. KLEIN, P.A.

Tampa/St. Petersburg  
(813) 221-2249

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FLORIDA BAR BOARD CERTIFIED TAX ATTORNEY  
TAXATION, CORPORATION, BUSINESS  
AND SECURITIES LAW

1900 Main Street, Suite 210  
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(407) 223-0099

\*ALSO ADMITTED TO PRACTICE IN  
NEW YORK, MASSACHUSETTS  
ILLINOIS, MICHIGAN  
AND MISSOURI

Reply To: P.O. Box 3016  
Sarasota, Florida 34230-3016

FAX # (941) 953-3685

April 24, 1997

Department Of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002156684--5  
-04/28/97--01087--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: KLM ENTERPRISES, INC.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the articles  
of incorporation for the above corporation and check in the amount  
of \$70.00.

Very truly yours,

*William Randolph Klein P.A.*  
William Randolph Klein *By KLM*

FROM: W. R. KLEIN, P. A.  
1900 Main Street, #210  
Sarasota, FL 34236

FILED  
97 MAY 13 AM 9 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Handwritten signature)*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 29, 1997

W.R. KLEIN, P.A.  
1900 MAIN STREET  
SUITE 210  
SARASOTA, FL 34236

SUBJECT: KLM ENTERPRISES, INC.  
Ref. Number: W97000009925

*VENTURES,*

We have received your document for KLM ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

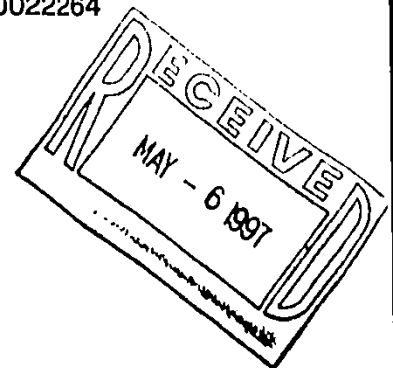
If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 597A00022264



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\*ALSO ADMITTED TO PRACTICE IN  
NEW YORK, MASSACHUSETTS  
ILLINOIS, MICHIGAN  
AND MISSOURI

May 2, 1997

Florida Department of State  
PO Box 6327  
Tallahassee, FL 32314

Re: KLM VENTURES, INC.  
Letter No. 597A00022264

Attention: Ms. Dana Calloway/Document Specialist

Dear Ms. Calloway:

Enclosed please find the revised and correct corporate papers  
in the above referenced matter.

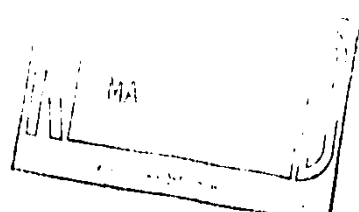
The previous corporate name was KLM Enterprises, Inc.,  
however, in that this name has been previously taken, by another  
corporation, Mrs. Meisenbach has chosen KLM Ventures, Inc., which  
was available.

Thank you for your staff's genuine kind attention to this  
matter.

Very truly yours,

W. R. KLEIN, P.A.

  
William Randolph Klein



ARTICLES OF INCORPORATION  
OF VENTURES,  
KLM ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I      NAME

The name of the corporation shall be:

VENTURES  
KLM ENTERPRISES, INC.

The address of the principal office of this corporation shall be 1100 Dartmouth Drive, Bradenton, FL 34207, and the mailing address of the corporation shall be the same.

ARTICLE II      NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III      CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having .01¢ (cents) par value per share and 1,000 preferred stock having .01 (cents) par value per share with only the common stock having voting rights.

ARTICLE IV      ADDRESS

The street address of the initial registered office of the corporation shall be 1100 Dartmouth Drive, Bradenton, FL 34207, and the name of the initial registered agent of the corporation of that address is KATHERINE L. MEISENBACH.

ARTICLE V      INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is: KATHERINE L. MEISENBACH, 1100 Dartmouth Drive, Bradenton, FL 34207.

ARTICLE VI      TERMS OF EXISTENCE

This corporation is to exist perpetually.

97 MAY 13 AM 9:57  
FILED  
SECRET  
TALLAHASSEE, FLORIDA

MAY - 6 1997

ARTICLE VII      PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII      INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may either increase or Decrease from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of this corporation is :

KATHERINE L. MEISENBACH

ARTICLE IV      INDEMNIFICATION

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

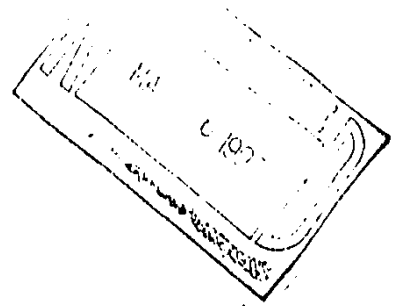
ARTICLE X      AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned agent Katherein L. Meisenbach, has hereunto set his hand, this 24 day of April, 1997.

KATHERINE L. MEISENBACH

Katherine L. Meisenbach  
KATHERINE L. MEISENBACH, Agent



CERTIFICATE OF DESIGNATION  
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:

VENTURES  
KLM ENTERPRISES, INC.

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

KATHERINE L. MEISENBACH  
1100 Dartmouth Drive  
Bradenton, FL 34207

SIGNATURE

Katherine L Meisenbach

TITLE Registered Agent

DATE

April 24, 1997

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.

SIGNATURE

Katherine L Meisenbach

DATE

April 24, 1997

