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**SCHNEIDER
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June 4, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: KRP Financial Management Group, Inc.

900002203069--7
-06/05/97--01093--002
*****70.00 *****70.00

To whom it may concern:

Enclosed please find the Articles of Incorporation for the above-referenced corporation together with our check in the sum of \$70.00 representing the required filing and registered agent fees. Kindly forward the letter indicating the filing date and charter number in the enclosed completed Federal Express return envelope.

If you have any questions regarding the enclosures or these instructions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

SCHNEIDER & HEFFNER


Harvey R. Schneider, Esq.

cc: Stephen Blattman VIA FAX

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97 JUN -5 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 6 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation is KRP FINANCIAL MANAGEMENT GROUP, INC.

ARTICLE II

The principal office and mailing address of the corporation is 9900 West Sample Road, Coral Springs, Florida 33065.

ARTICLE III

The authorized stock shall consist of 1000 shares of common voting stock of \$1.00 par value for each share. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution, the shareholders shall be entitled to the net assets of the corporation as provided by law.

ARTICLE IV

The name of the initial registered agent of the corporation is Harvey R. Schneider, Esq. and the street address of the initial registered office of the corporation is 1900 Corporate Boulevard, Suite 301-West, Boca Raton, Florida 33431.

ARTICLE V

The names and address of the Incorporator is Harvey R. Schneider, Esq., 1900 Corporate Boulevard, Suite 301-West, Boca Raton, Florida 33431.

ARTICLE VI

The power to adopt the initial by-laws shall be vested in the initial Board of Directors.

ARTICLE VII

The purpose or purposes for which this corporation is organized shall be to transact any lawful business. The corporation shall be entitled to exercise all of the powers provided by law.

ARTICLE VIII

The corporation shall have perpetual existence unless

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TALLAHASSEE, FLORIDA

dissolved pursuant to law.

ARTICLE IX

Pre-emptive rights of shareholders may either be provided for in the by-laws or by resolution of the Board of Directors.

Dated this 4th day of June, 1997.

INCORPORATOR:

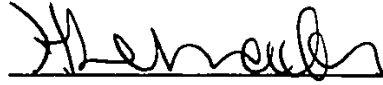

HARVEY R. SCHNEIDER

ACCEPTANCE BY REGISTERED AGENT:

The undersigned states that he is familiar with and does hereby accept and agree to abide by all of the obligations of acting and performing as Registered Agent for the corporation as required by law.

Dated this 4th day of June, 1997

REGISTERED AGENT:


HARVEY R. SCHNEIDER

PREPARED BY:

HARVEY R. SCHNEIDER, ESQ.
Florida Bar No.: 240508
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