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OF COUNSEL

JOSEPH C. LUMAN\*

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\*ALSO ADMITTED IN VIRGINIA

\*ALSO ADMITTED IN MARYLAND

STATE  
TALLAHASSEE, FLORIDA

June 6, 1997

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

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-06/11/97--01034--012

\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Kinder International, Inc.

Dear Sir or Madam:

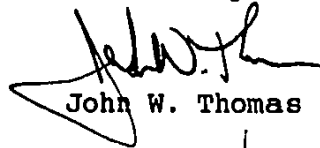
Enclosed is the original and a copy of Articles of  
Incorporation for a new for-profit corporation, Kinder  
International, Inc.

I have enclosed a check for \$122.50 to cover:

Filing Fee  
Certified Copy

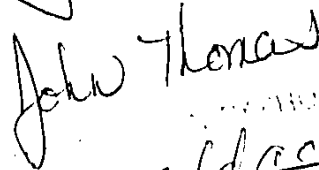
Please return the certified copy to me at the above address.  
Thank you.

Yours truly,

  
John W. Thomas

JT:pc

Enclosures



add acceptance of PA  
PG 2.  
PH 6/11/97

**ARTICLES OF INCORPORATION**

**KINDER INTERNATIONAL, INC.**

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STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.** The undersigned, Carolyn Kinder, whose address is 4521 107th Circle N, Unit 4, Clearwater, Florida 34622, being a natural person over the age of eighteen (18) years, does hereby act as the incorporator to form a corporation under Chapter 607, Florida Statutes.

**ARTICLE II.** The name of the corporation (which is hereinafter called "Corporation") is Kinder International, Inc.

**ARTICLE III.** The purpose for which the Corporation is formed is to conduct any lawful business within or without the State of Florida.

**ARTICLE IV.** The Corporation shall have, enjoy and exercise all of the powers and rights now and hereafter conferred by the Florida Statutes upon corporations of a similar character; provided, however, that nothing herein contained shall be deemed to authorize or to permit the Corporation to carry on any business, exercise any power, or do any act which a corporation formed under the general laws of the State of Florida may not at the time lawfully do.

**ARTICLE V.** The post office address of the principal office of the Corporation is 4521 107th Circle N, Unit 4, Clearwater, Florida 34622. The name and post office address of the Resident Agent of the Corporation in the State of Florida are Carolyn Kinder, 4521 107th Circle N, Unit 4, Clearwater, Florida 34622. Said Resident Agent is a resident of Florida actually residing in Florida.

**ARTICLE VI.** The total number of shares of stock which this Corporation is authorized to issue is as follows:

100,000 shares of common stock, no par value, with voting rights.

**ARTICLE VII.** The common stockholders are authorized to enter into an unanimous stockholders' agreement to establish restrictions on the issuance or sale of the common stock.

**ARTICLE VIII.** The initial number of directors is one, and she shall serve as director until the first annual meeting and until her successor is elected and assumes office. The name and address of the initial director are: Carolyn Kinder, 4521 107th Circle N, Unit 4, Clearwater, Florida 34622. The number of directors may be changed from time to time by an amendment to the bylaws

of the Corporation which is ratified by the stockholders at a regular or special stockholders meeting.

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**ARTICLE IX.** There is one incorporator, and her name and address are: Carolyn Kinder, 4521 107th Circle N, Unit 4, Clearwater, Florida 34622. STATE OF FLORIDA

**ARTICLE X.** To the full extent permitted by the Florida Business Corporation Act, the Corporation may indemnify any director or officer of the Corporation made a party to a proceeding (including a proceeding by or in the right of the Corporation) because he is or was a director or officer of the Corporation.

IN WITNESS WHEREOF, I, the herein named incorporator, have signed these Articles of Incorporation on this 7 day of June 1997.

I hereby accept the duties and responsibilities as registered agent.

  
Carolyn Kinder  
Incorporator/Registered Agent