

-P97 000062070

DANIEL J. SHEPHERD, P.A.

11380 PROSPERITY FARMS ROAD

SUITE 118

PALM BEACH GARDENS, FLORIDA 33410

DANIEL J. SHEPHERD  
ATTORNEY AT LAW

TELEPHONE (813) 624-3001  
FAX (813) 624-3007

FILED  
JUL 16 PM 12:15  
TALLAHASSEE, FLORIDA

May 29, 1997

Secretary of State  
State of Florida  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

000002210050--7  
-06/12/97--01034--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Keil, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation of Keil, Inc. Also enclosed please find a check in the amount of \$122.50 representing the filing fee for this corporation.

I would appreciate it if you would accept the enclosed Articles for filing and advise me when you complete the filing and recording of this new corporation.

Your time and consideration with respect to this matter is greatly appreciated. I am

Sincerely,



Daniel J. Shepherd

Enclosures - As Stated

W 971355

P. 01034007

JUL 17 1997

## Klaus Keil

4365 Okeechobee Blvd, Suite B-10 ..West Palm Beach, FL 33409..Tel # (561) 686-9911... Fax # (561) 688-0783

June 27, 1997

Frieda Chesser  
Corporate Specialist  
Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

FILED  
97 JUL 16 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Chesser,

Enclosed find an original and copy of the Articles of Incorporation for UPKEIL, Inc. You already have a check for \$122.50 representing the filing fee.

We would appreciate it if you would accept the enclosed articles of incorporation and advise me when you complete the filing and recording of this new corporation.

Thank you very much for your help.

Sincerely,



Klaus Keil



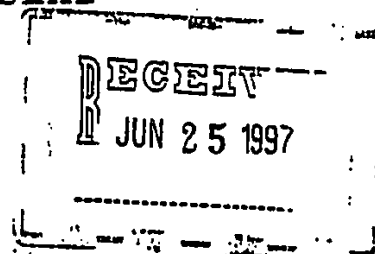
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 13, 1997

DANIEL J SHEPHERD ESQUIRE  
11390 PROSPERITY FARMS RD STE 118  
PALM BEACH GDNS, FL 33410

SUBJECT: KEIL, INC.  
Ref. Number: W97000013955



We have received your document for KEIL, INC. and your check(s) totaling \$122.50. 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 497A00031965

ARTICLES OF INCORPORATION

OF

UPKEIL, INC.

FILED  
97 JUL 16 PM 12: THE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE  
FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING  
ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is UPKEIL, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these  
Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares,  
all of which shall be common shares with par value of \$1.00.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 4365 Okeechobee Boulevard, Suite B-10, West Palm Beach, Florida 33409, and the name of the initial registered agent of this Corporation is Klaus Keil.

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97 JUL 16 PM 12:5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have One (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial director(s) of this Corporation is/are:

**NAME**

Klaus Keil

**ADDRESS**

4365 Okeechobee Boulevard, Suite B-10  
West Palm Beach, Florida 33409

### ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Klaus Keil

4365 Okeechobee Boulevard, Suite B-10  
West Palm Beach, Florida 33409

### ARTICLE IX - INDEMNIFICATION

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

### ARTICLE X - AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

### ARTICLE XI - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of June, 1997.



H A ROSS  
My Commission CC410140  
Expires Nov. 02, 1993  
Bonded by ANB  
800-852-5870

*H.A. Ross*

*Klaus Keil*  
Klaus Keil, Incorporator

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF PALM BEACH            )

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared KLAUS KEIL, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of June, 1997.

HA Ross  
Notary Public, State of Florida

My commission expires:



H A ROSS  
My Commission CC418140  
Expires Nov. 02, 1998  
Bonded by ANB  
800-852-6878

STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, AS AMENDED, THE FOLLOWING IS SUBMITTED:

FIRST--THAT THE UPKEIL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT: 4365 OKEECHOBEE BOULEVARD, SUITE B-10, WEST PALM BEACH, FLORIDA 33409, HAS NAMED KLAUS KEIL, REGISTERED AGENT, LOCATED AT: 4365 OKEECHOBEE BOULEVARD, SUITE B-10, WEST PALM BEACH, FLORIDA 33409, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Klaus Keil  
Klaus Keil

TITLE: Incorporator

DATE: June 30, 1997

FILED  
97 JUL 16 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF HIS DUTIES.

Klaus Keil  
Klaus Keil, Registered Agent

DATE: June 30, 1997