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Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

August 8, 1997

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

FILED
97 AUG 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Chaos Enterprises, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

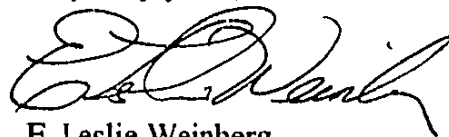
Please send acknowledgement receipt to:

Caroline H. Silverman
Chaos Enterprises, Inc.

c/o DANIEL J. WEINBERG, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

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*****70.00 *****70.00

Very truly yours,



E. Leslie Weinberg
Vice President, Administrative Manager

EJW/jw

700 8/14/97

Articles of Incorporation

of

Chaos Enterprises, Inc.

FILED
97 AUG 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Chaos Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Caroline H. Silverman
6761 Entrada Place
Boca Raton, FL 33433

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Caroline H. Silverman, President
6761 Entrada Place
Boca Raton, FL 33433

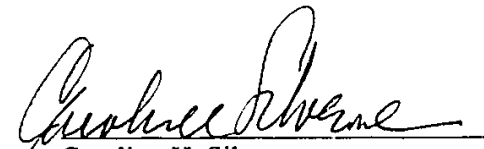
ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Caroline H. Silverman
6761 Entrada Place
Boca Raton, FL 33433

The undersigned has(have) executed these Articles of Incorporation

this 8th day of August, 1996.


Caroline H. Silverman

ARTICLE VI - PURPOSES

Business Purpose: Buy and sell real estate for business and general public.

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.

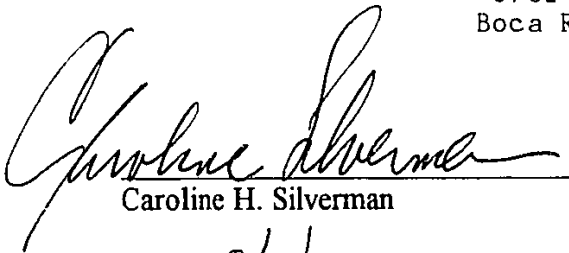
1. The name of the Corporation is:

Chaos Enterprises, Inc.

The registered agent and office is:

Caroline H. Silverman

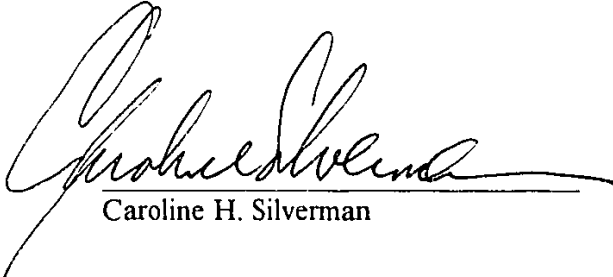
6761 Entrada Place
Boca Raton, FL 33433


Caroline H. Silverman

8/8/97
Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 POSITIONS AS REGISTERED AGENT.



Caroline H. Silverman

8/8/97
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900

ACCT#: 075410000050

FAX #: (305)857-9322

NAME: KELSEY 1A1B, INC.

AUDIT NUMBER.....H97000013367

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
KELSEY 1A1B, INC.

The undersigned, acting as incorporator of KELSEY 1A1B, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: KELSEY 1A1B, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence upon filing the Articles of Incorporation with the Florida Secretary of State.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:

Eileen Trautman, Esq.

Florida Bar No. 184844

Cohen, Berke, Bernstein, Brodie & Kondell, P.A.

2601 So. Bayshore Drive, 19th Fl.

Miami, Florida 33133

(305) 854-5900

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ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be:

1812 S.W. 31 Avenue
Pembroke Park, FL 33009

The mailing address of the Corporation shall be:

1812 S.W. 31 Avenue
Pembroke Park, FL 33009

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

Name

Address

Charles M. Kelsey, Jr.

1812 S.W. 31 Avenue
Pembroke Park, FL 33009

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Eileen Trautman

c/o Cohen, Berke, Bernstein,
Brodie & Kondell, P.A.
2601 So. Bayshore Drive
19th Floor
Miami, Florida 33133

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred

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by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of August, 1997.


EILEEN TRAUTMAN, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for **KELSEY 1A1B, INC.** in the foregoing Articles of Incorporation, I, on behalf of **COBER Corporate Agents, Inc.**, a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
MICHAEL A. BERKE, Vice President

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