#### CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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#### ARTICLES OF INCORPORATION

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OF

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#### KAREN CAHN ENTERPRISES, INC.

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I NAME OF THE CORPORATION

The name of this Corporation shall be KAREN CAHN ENTERPRISES, INC.

### ARTICLE II PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

### ARTICLE III PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

#### ARTICLE IV AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock.

Articles of incorporation for Karen Cahn Enterprises, Inc. Page - 1 - Issue:

One Hundred (100) shares of the Capital Stock of the

Corporation shall be issued for adequate consideration in the following manner:

100 Shares to Karen E. Cahn.

**Dividends:** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

### ARTICLE V REGISTERED OFFICE AND AGENT

The street address in Florida of the initial registered office of the Corporation is 660 Celebration Ave., #210, Celebration, Osceola County, Florida, 34747, and the name of the initial registered agent at said address is Karen E. Cahn.

#### ARTICLE VI PRINCIPAL OFFICE

The Principal Office of the corporation shall be 660 Celebration Ave., #210, Celebration, Osceola County, Florida, 34747.

#### ARTICLE VII BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The Director need not be a resident of the State of Florida or Shareholder of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The names and addresses of the person who shall serve as Sole Director until the first annual meeting of Shareholders, or until any successors shall have been elected and qualified, is as follows:

Name

**Address** 

Karen E. Cahn

660 Celebration Ave. Celebration, Florida 34747

### ARTICLE VIII INCORPORATORS

The name and address of the initial incorporator is as follows:

Karen E. Cahn

660 Celebration Ave. Celebration, Florida 34747

### ARTICLE IX PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors,

Articles of Incorporation for Karen Cahn Enterprises, Inc. Page - 3 - such as the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Fern Park, Seminole County, Florida on this  $\frac{\partial \mathcal{L}^{+h}}{\partial x^{+h}}$  day of September, 1997.

KAREN E. CAHN, President, Incorporator

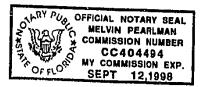
STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this \_\_\_\_\_\_ day of September, 1997, by Karen E. Cahn, who is \_\_\_\_\_\_ personally known to me or who produced her State of Florida Driver's License No.\_\_\_\_\_\_, as identification and who did not take an oath.

Mel Pearlman, Notary Public

My Commission Expires:



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

In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

Karen Cahn Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 660 Celebration Ave., #210, Celebration, Osceola County, Florida, 34747, has named Karen E. Cahn, 660 Celebration Ave., #210, Celebration, Osceola County, Florida, 34747, as its agent to accept service of process within this State.

#### ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this  $24^{\mu}$  day of September, 1997.

By: KAREN E. CAHN, Resident Agent

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