

**BROAD AND CASSEL**  
ATTORNEYS AT LAW

**PA 7000090460**

MURRAY D. SIEAR, P.A.  
MIKE REGAL, P.A.  
JEFFREY A. DEUTCH, P.A.  
PATRICIA LEBOW, P.A.  
C. KEN BISHOP, P.A.  
ROBERT D. GATTON, P.A.  
RICHARD B. MacFARLAND, P.A.  
C. DAVID BROWN, II, P.A.  
F. VERNON BENNETT  
MARWIN S. CASSEL, P.A.  
CLIFFORD I. HERTZ, P.A.  
ARVIN J. JAFFE, P.A.  
M. STEPHEN TURNER, P.A.  
RALPH C. DATTILIO, P.A.  
DOUGLAS MANNHEIMER, P.A.  
MARTIN R. PRESS, P.A.  
MICHAEL A. DRIBIN, P.A.  
ANTHONY W. PALMA, P.A.  
ANDREW D. RAKIN  
CHARLES S. STRATTON, P.A.  
JAMES E. SLATER, P.A.  
WILLIAM C. PHILLIPPI, P.A.  
ALAN S. LEDERMAN, P.A.  
GABRIEL L. IMPERATO, P.A.  
DAVID K. MILLER, P.A.  
ROBERT T. ROSEN, P.A.  
ANDREW COTZIN, P.A.  
KELLY OVERSTREET JOHNSON, P.A.  
RANDAL M. ALLIGOOD, P.A.  
JAMES J. WHEELER, P.A.  
JEFFREY F. GORDON  
ANDREW B. THOMAS, P.A.

MARK D. TUCKER  
THEODORE C. TAUB, P.A.  
PETER M. CARDILLO, P.A.  
JACK R. ELLIOTT, P.A.  
VIRGINIA EASLEY JOHNSON, P.A.  
JOSE I. ROJAS, P.A.  
JOSE A. SANTOS, JR., P.A.  
NINA S. GORDON, P.A.  
STEVEN ELLISON  
AMY S. SCHLOSSER, P.A.  
DEBORAH H. JOHNSON, P.A.  
RONALD M. GACHE, P.A.  
RICHARD N. MILIAN, P.A.  
LEONOR SCHILLER, P.A.  
ANNE NOVICK BRANAN, P.A.  
A. JEFFRY ROBINSON, P.A.  
DALE S. BERGMAN, P.A.  
MARSHALL S. HARRIS, P.A.  
ROBERT E. JOHNSON, P.A.  
DAWN LANKFORD BOWLING, P.A.  
KATHLEEN L. DEUTSCH, P.A.  
MICHAEL P. BENNETT, P.A.  
THOMAS J. PALMIERI, P.A.  
GARY W. JOHNSON, P.A.  
CHRISTOPHER D. ROLLE, P.A.  
MARIAN W. SCHLOW, P.A.  
JODI L. CHASE  
DEBRA K. SMISTANSKI, P.A.  
JAY ADAMS  
JOYCE L. ELLEN  
DONALD P. DUFRESNE  
JEFFREY J. SUTER

BARBARA del CASTILLO  
ROY S. KOBERT  
J. BRIAN BAIRD  
MICHAEL P. NIDO, JR.  
C. CHRISTOPHER KILLER  
RICHARD M. BENRUBI  
DOUGLAS E. STARCHER  
GARY E. LEHMAN  
DAVID I. POWERS  
JONATHAN J. ELLIS  
GENE E. CRICK, JR.  
KATHERINE CASTOR  
DAVID L. KARIAN  
ANDRE' LEWIS WILLIAMS  
JANE D. PALMIER  
ROBERT ALFERT, JR.  
ROBERT F. MALLETT  
KEITH F. WHITE  
EDGAR A. BENES  
TAMARA CARMICHAEL  
ELISABETH E. Q. SCHOLLES  
ROSE PARISH-RAMON  
PETER M. BERNIARDI  
LEIGH ANN MURVIN  
LINDA C. FRAZIER  
STEVE WASERSTEIN  
STEVEN J. SILVERMAN  
RODGER HOCHMAN  
KEVIN H. SUTTON  
MICHAEL MANTHIEI  
LESTER J. PERLING  
DAVID F. LEON

JENNIFER A. WINEGARDNER\*  
DEBRA B. POTTER  
JANA M. YAW  
CARL S. ROSEN  
HOWARD M. ROBINSON  
DAVID A. FLAKS\*  
SCOT WARNER  
MANUEL R. VALCARCEL, IV  
ANDREA J. FOWLER  
CAROLINE MONTANUS  
LUANN M. DOMINGUEZ  
TYRONE L. LUFMAN  
ALBERTO de CARDENAS  
TIM M. BENTER  
ROBIN CARNEY  
STEVE HEWITSON  
JULI SIMAS

OF COUNSEL:  
SHEPARD BROAD  
ALVIN CASSEL  
NORMAN BROAD, P.A.  
I. BURTON SPRAKER  
WILLIAM M. ROWLAND, JR., P.A.  
WANDA L. BROWN  
ALAN M. GERLACH  
KENNETH EDELMAN  
WILLIAM P. BURNS  
JODI B. LAURENCE  
JEANNE K. DAMIRGIAN  
\* Not Admitted to Florida

Fifth Floor  
400 Australian Avenue South  
West Palm Beach, FL 33401  
(561) 832-3300  
FAX (561) 655-1109

FILED  
97 OCT 20 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 10, 1997

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

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-10/20/97--01070--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: K & W Resources, Inc.

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-captioned proposed corporation. The duplicate has been subscribed and acknowledged by the incorporator in the same manner as the original. A check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL	\$ 122.50

Please endorse your approval of the Articles of Incorporation, certify and return one original to me.

Very truly yours,

*Cynthia F. Skwierc*  
Cynthia F. Skwierc  
Paralegal

P. Hall  
OCT 21 1997

**ARTICLES OF INCORPORATION**

**OF**

**K & W RESOURCES, INC.**

**FILED**

**97 OCT 20 PM 2:28**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**K & W Resources, Inc.**

The address of the principal office of this corporation shall be:

**6797 Augusta Court  
West Palm Beach, Florida 33412**

and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business related to general business.

**ARTICLE III. AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Peter M. Bernhardt, Esquire.

#### ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The name and street address of the initial members of the Board of Directors are:

James Kirkland	6797 Augusta Court West Palm Beach, Florida 33412
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Kenneth Webster	6797 Augusta Court West Palm Beach, Florida 33412
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#### ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

James Kirkland	President/Treasurer
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Kenneth Webster	Vice President/Secretary
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ARTICLE VIII INCORPORATOR

FILED

is:

The name and street address of the incorporator to these Articles of Incorporation is:  
Peter M. Bernhardt, Esquire  
Broad and Cassel  
400 Australian Avenue, 5th Floor  
West Palm Beach, Florida 33401

97 OCT 26 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this \_\_\_\_ day of October, 1997.

By: 

Peter M. Bernhardt, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLE OF INCORPORATION

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, K & W Resources, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401 has named Peter M. Bernhardt, Esquire, located at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

Peter M. Bernhardt, Esquire  
Registered Agent