

# MEMORANDUM

VIA FEDERAL EXPRESS

To: SECRETARY OF STATE  
DIVISION OF CORPORATIONS

From: G. DONALD THOMSON

Date: October 27, 1997

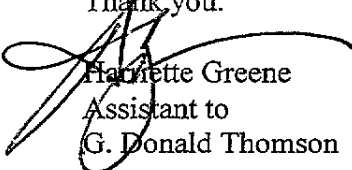
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\*\*\*\*122.50 \*\*\*\*122.50

Re: KAP MANAGEMENT, INC..

Enclosed for filing please find the signed Articles of Incorporation for the above-referenced corporation together with a check payable to the Department of State in the amount of \$122.50 for the filing fee.

Please return a filed copy of the articles in the stamped, self-addressed envelop which also is enclosed.

Thank you.

  
Harriette Greene  
Assistant to  
G. Donald Thomson

G. DONALD THOMSON, P.A.  
BONITA BAY EXECUTIVE CENTER II  
3461 BONITA BAY BLVD.  
SUITE 204  
BONITA SPRINGS, FL 34134  
TEL. (941) 498-6222  
FAX. (941) 498-6225

FILED  
97 OCT 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Don 2*  
*10/29/97*

**ARTICLES OF INCORPORATION**  
**OF**  
**KAP MANAGEMENT, INC.**

FILED  
97 OCT 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person and acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is:

KAP MANAGEMENT, INC.

**ARTICLE TWO**

**PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the corporation shall be:

4338 Mariner Road  
Bonita Springs, FL 34134

**ARTICLE THREE**  
**SHARES**

The maximum number of shares the corporation is authorized to issue is one hundred (100) shares all of which shall be common stock, all of one class.

**ARTICLE FOUR**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise these preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. A holder of preferred

stock that may hereafter be issued shall not, solely because of his or her holdings of preferred stock, have a right to purchase shares of any class that may hereafter be issued by the corporation.

**ARTICLE FIVE**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office shall be 4338 Mariner Road, Bonita Springs, FL 34134, and the name of the registered agent at such address shall be Kimberly A.. Pastore.

**ARTICLE SIX**  
**DIRECTORS**

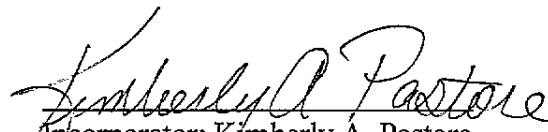
The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
Kimberly A. Pastore	4338 Mariner Road Bonita Springs, FL 34134

**ARTICLE SEVEN**  
**INCORPORATOR**


The name and address of the incorporator signing these Articles of Incorporation is Kimberly A. Pastore, 4338 Mariner Road, Bonita Springs, FL 34134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of October, 1997.

  
Incorporator: Kimberly A. Pastore

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KAP MANAGEMENT, INC. at the place designated in the Article of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Kimberly A. Pastore

Date: 10/25/97

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97 OCT 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA