

SENT BY: RUDEN MCCLOSKEY

: 11-18-97 10:36AM :

305→ Department of State: # 1

P97000098107

11/18/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:38 AM

((H97000019171 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: KENDALE CAPITAL, INC.

AUDIT NUMBER.....H97000019171

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
97 NOV 18 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight NOV 18 1997

B97000019171

RECEIVED
TALLAHASSEE, FLORIDA

97 NOV 18 AM 11:23

FILED

ARTICLES OF INCORPORATION
OF
KENDALE CAPITAL, INC.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be KENDALE CAPITAL, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS OF CORPORATION
AND REGISTERED AGENT

The street and mailing address of the principal office of this corporation shall be 9100 North Kendall Drive, Miami, FL 33176. The street and mailing address of the registered agent of the corporation in the State of Florida shall be 200 East Broward Blvd., Suite 1500, Fort Lauderdale, FL 33301; P.O. Box 1900, Fort Lauderdale, FL 33302.

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

B97000019171

H97000019171

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation is Glen A. Stankee, Esquire.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.
- C. The names and mailing addresses of the initial members of the Board of Directors who shall serve until their successors shall have been elected and qualified are:

NAME**MAILING ADDRESS**

Philip J. Scutieri

9100 North Kendall Drive
Miami, FL 33176**ARTICLE VII - INCORPORATOR TO ARTICLES**

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

NAME**MAILING ADDRESS**

Glen A. Stankee, Esquire

P.O. Box 1900
Fort Lauderdale, FL 33302**ARTICLE VIII - RESTRICTIONS ON TRANSFERS**

No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless and until the Secretary of the corporation registers such change of legal or beneficial ownership or interest, as the case may be, in the corporate records.

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H97000019171

The Secretary shall not register any such transfer in legal or beneficial ownership of any shares or of any interest in shares of the corporation unless and until either 1) stockholders of 51% of the voting stock of the corporation approve of such proposed transfer in writing, or 2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in an "S corporation" under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporations election to be an "S corporation." This Article VIII shall only apply if the corporation, at the time of the proposed transfer of legal or beneficial ownership of its stock, or an interest in its stock is either an "S corporation," as defined in Section 1362(a)(1) of the Internal Revenue Code of 1986 or a corresponding provision of a future revenue law, or if an S corporation election for a tax year beginning within twelve (12) months of the proposed transfer date has been filed with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 18th day of November, 1997.


Glen A. Stankee, Esquire

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H97000019171

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Glen A. Stankee, Esquire, hereby accept the appointment as the registered agent of
KENDALE CAPITAL, INC., as made in the foregoing Articles of Incorporation.

Dated: November 18, 1997


Glen A. Stankee, Esquire

FILED
97 NOV 18 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Glen A. Stankee, Esq., FL Bar # 331848
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660