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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KEALANI, INC.

AUDIT NUMBER.....H97000019286

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
KEALANI, INC.**

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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

EFFECTIVE DATE
1-1-98

KEALANI, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
**18214 102 WAY, SOUTH
BOCA RATON, FL 33498**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR (1.00)** per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**CARL B. BERGANTZ
18214 102 WAY, SOUTH
BOCA RATON, FL 33498**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
**CARL B. BERGANTZ
18214 102 WAY, SOUTH
BOCA RATON, FL 33498**

These Articles of Incorporation Prepared By:
**Richard W. Dean, P.A.
6194 N. Federal Hwy.
Boca Raton, FL 33487
(561) 998-5281
Florida Bar Number 362263**

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CARL B. BERGANTZ
18214 102 WAY, SOUTH
BOCA RATON, FL 33498

The undersigned has executed these Articles of Incorporation this date: **NOVEMBER 19, 1997**

ARTICLE VII EFFECTIVE DATE

The effective date of these Articles of Incorporation is January 1, 1998.



CARL B. BERGANTZ, Incorporator

**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.

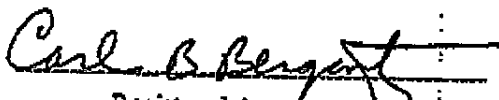
1. The name of the corporation is: **KEALANI, INC.**
2. The name and address of the registered agent and office is: **CARL B. BERGANTZ
18214 102 WAY, SOUTH
BOCA RATON, FL 33498**

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TALLAHASSEE, FLORIDA

SIGNATURE 
TITLE: **PRESIDENT**

DATE: NOVEMBER 19, 1997

Having been named Registered Agent 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 position as registered agent.


Registered Agent

NOVEMBER 19, 1997
Date

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