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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: K & B MANAGEMENT, INC.

AUDIT NUMBER.....H97000019982

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

- OF -

K & B MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is K & B MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 20191 E. Country Club Drive, #TH7, Aventura, FL 33180 and the name of the initial registered agent of this corporation at that address is: Robert Blue.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is 20191 E. Country Club Drive, #TH7, Aventura, FL 33180.

Prepared by: Gary N. Mansfield, Esquire  
Florida Bar No: 61913  
2501 Davie Road, Suite 230  
Ft Lauderdale, FL 33317  
(954) 473-1001

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

Robert Blue  
20191 E. Country Club Drive  
Aventura, FL 33180

Jerry Kipperman  
20191 E. Country Club Drive  
Aventura, FL 33180

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Gary N. Mansfield, Esquire, 2501 Davis Road, Suite 230, Ft Lauderdale, Florida 33317.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2<sup>nd</sup> day of December, 1997.

Gary Mansfield Esq.

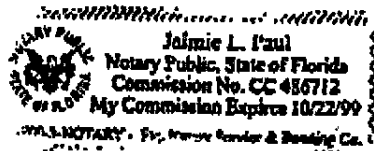
STATE OF FLORIDA     )  
                                  SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Gary N. Mansfield to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 3<sup>rd</sup> day of December, 1997.

Jaimie L. Paul  
NOTARY PUBLIC

My Commission Expires:



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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, K & B MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Aventura, County of Dade, State of Florida, as its Registered Agent to accept service of process within this State.

  
ROBERT BLUE  
Registered Agent

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