

BRADY & COKER

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: BRADY & COKER
CONTACT: NEYSA RICH
PHONE: (954)761-1404

ACCT#: 075350000217

FAX #: (954)761-1489

NAME: KALICHMAN ENTERPRISES, INC.

AUDIT NUMBER.....H98000001913

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

BRADY & COKER

SUBJECT: KALICHMAN ENTERPRISES, INC.
REF: W98000002049

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICT IS "KALICHMAN ENTERPRISES, INC."

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000001913
Letter Number: 198A00005027

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ARTICLES OF INCORPORATION
OF
KALICHMAN INVESTMENTS, INC.

ARTICLE I. NAME: The name of this corporation is KALICHMAN INVESTMENTS, INC.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK: This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 17600 North Bay Road, #702, North Miami Beach, FL 33160, and the name of the initial registered agent of this corporation at that location is David Kalichman.

ARTICLE VII. INITIAL BOARD OF DIRECTORS: This corporation shall have One (1) director 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 name and address of the initial directors of this corporation are:

David Kalichman
President/Director

17600 North Bay Road, #702
North Miami Beach, FL 33160

David Kalichman
Treasurer/Director

17600 North Bay Road, #702
North Miami Beach, FL 33160

Rod A. Feiner, Esquire
Florida Bar No. 0039853
Brady & Coker
1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316
Telephone: (954) 761-1404

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ARTICLE VIII. INCORPORATOR: The name and address of the person signing these Articles is:

David Kalichman

17600 North Bay Road, #702
North Miami Beach, FL 33160

ARTICLE IX. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of January, 1998.

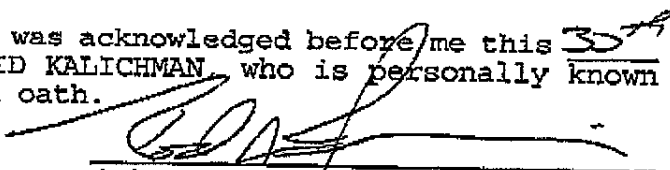

David Kalichman, Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of January, 1998, by DAVID KALICHMAN, who is personally known to me and who did not take an oath.




(Signature of Notary Public)

(Print, Type or Stamp Name of Notary Public/Notary Commission No.)

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or
Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served
and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

KALICHMAN INVESTMENTS, INC., a corporation organized (or
organizing) under the laws of the State of Florida, with its
principal office at 17600 North Bay Road, #702, in the City of North
Miami Beach, County of Dade, State of Florida, has named David
Kalichman, located at 17600 North Bay Road, #702, in the City of
North Miami Beach, County of Dade, State of Florida, as its agent
to accept service of process within this state.

OFFICERS:

<u>NAME/TITLE</u>	<u>SPECIFIC ADDRESS</u>
David Kalichman President/Director	17600 North Bay Road, #702 North Miami Beach, FL 33160
David Kalichman Treasurer/Director	17600 North Bay Road, #702 North Miami Beach, FL 33160

<u>DIRECTORS</u>	<u>SPECIFIC ADDRESS</u>
David Kalichman President/Treasurer	17600 North Bay Road, #702 North Miami Beach, FL 33160

By: 
David Kalichman
(corporate director)

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ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

By: _____

David Kalichman
(Resident Agent)

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