

P98000022465

PETER VAN DER KREEK

Requestor's Name Lewis & White

216 W. College Ave. #201

Address

Tallahassee FL 32301

City/State/Zip

Phone #

475-5000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. KKF Salvage Inc P98000022465
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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| NEW FILINGS | |
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| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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-05/27/98--01057--024
*****70.00 *****70.00

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*****17.50 *****17.50

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Call when
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Examiner's Initials

DMW

5/28/98

ARTICLES OF AMENDMENT
OF
KKF SALVAGE, INC.

The following provisions of the Articles of Incorporation of KKF Salvage, Inc., a Florida corporation, filed with the Florida Secretary of State on March 10, 1998, as Document Number P98000022465, be and are hereby amended in the following particulars:

1. Article 4 is amended to read: Registered Agent and Office: The name and the address of the registered agent it: Caravel, Inc., d/b/a Carrabelle, Inc., 200 Greene Street, Key West, Florida 33040.
2. Article 5 is amended to read: "Board of Directors: This corporation shall have two directors The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one nor more than seven. The name and the address of the current directors is Kane Fisher, 1455 48th Avenue, Vero Beach, Florida 32966 and Karen A. Fisher, 1455 48th Avenue, Vero Beach, Florida 32966."
3. Article 6 is deleted in its entirety.
4. Article 7 is renumbered to Article 6.
5. Article 8 is renumbered to Article 7.

The foregoing amendments were adopted by the unanimous written consent of the Shareholders and Directors of the corporation on the 24th day of April, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on this 24 day of April, 1998.

Karen A. Fisher
Karen A Fisher, President

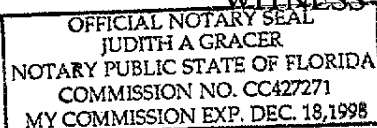
Kane Fisher
Kane Fisher, Secretary-Treasurer

STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared KAREN A. FISHER and KANE FISHER, both well-known to me to be the persons who executed the foregoing Articles of Amendment and he acknowledged before me that they executed such instrument for the purposes therein stated on this 24th day of April, 1998.

WITNESS my hand and seal on this 24 day of April, 1998.



Judith A. Gracer

RESTATED ARTICLES OF INCORPORATION

FOR

KKF SALVAGE, INC.

The following is a restatement of the Articles of Incorporation of KKF Salvage, Inc., effective after filing "Articles of Amendment KKF Salvage, Inc." (Document Number P90000022465) with the Florida Department of State, Division of Corporations on March 10, 1998, reflecting the resolution of the shareholders and directors on April 24, 1998, as noted below:

1. Name: The name of this corporation is KKF Salvage, Inc.
2. Nature, Purpose and Powers: This corporation shall have perpetual existence, commencing on the date that these Articles are executed and acknowledged. It will have the power to engage in any lawful business and have all powers enumerated in the Florida General Corporation Act.
3. Capital Stock: This corporation is authorized to issue 1,000 shares of \$.10 par value common stock.
4. Registered Office and Agent: The name and address of the registered agent and office of this corporation is as follows: Caravel, Inc., d/b/a Carrabelle, Inc., 200 Greene Street, Key West FL 33040.
5. Board of Directors: This corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one nor more than seven. The name and the address of the current directors is Kane Fisher, 1455 48th Avenue, Vero Beach, Florida 32966 and Karen A. Fisher, 1455 48th Avenue, Vero Beach, Florida 32966.
6. Director Conflict of Interest:
 - A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable by this reason alone or by reason alone that such director or directors are present at the

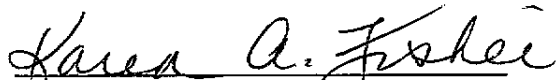
meeting of the Board of Directors which approves such contract or transaction, or that his or their votes are counted for such purpose.

- (1) the fact of such common directorship, officership or financial interest is disclosed or known to the board and the board approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested directors; or
- (2) if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the board or the shareholders.
- (3) if the contract is fair and reasonable as to the corporation at the time it is approved by the board or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

8. Indemnification: The corporation may be empowered to indemnify any officer or director, or any former officer or director, pursuant to Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned have set our hands on this 24 day of April, 1998.


Karen A. Fisher, President

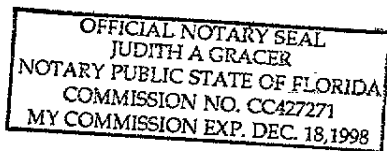
STATE OF FLORIDA

s. s. Key West

COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared KAREN A. FISHER, a person well-known to me, who executed the foregoing Restated Articles

of Incorporation in my presence on this 24 day of April, 1998.



Judith A. Gracer

IN COMPLIANCE with Subsection 48.091, Florida Statutes, KKF Salvage, Inc., desiring to qualify under the laws of the State of Florida, with its principal place of business at 1322 U.S. Highway 1, Sebastian, Florida 32958, names Caravel, Inc., d/b/a Carrabelle, Inc., with offices at 200 Greene Street, Key West FL 33040, as registered agent.

Executed: April 24, 1998

Karen A. Fisher
Corporate Director

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: April 24, 1998

CARAVEL, INC., a Delaware corporation, d/b/a Carrabelle, Inc.

By: *William A. Fisher (pres.)*
Name and Title

REGISTERED AGENT