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Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-03/19/98--01090--012  
\*\*\*131.25 \*\*\*131.25

Subject : **KEL & ASSOCIATES, INC.**

Enclosed is an original and one copy of the articles of incorporation and a check for \$131.25 ( filing fee, certified copy & certificate) also a ~~check for \$13.50 for Federal Express service, to have our papers sent back over night.~~

Please send to: Kristine Mara  
4820 North University Drive  
Lauderhill, Florida 33319

(954) 572-8060

Thank you,  
Kristine Mara

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 PM 12:46

3-23-98  
WS

**ARTICLES OF INCORPORATION  
OF  
KEL & ASSOCIATES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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**ARTICLE I - NAME**

The name of the corporation shall be : **KEL & ASSOCIATES, INC.**

**ARTICLE II - PURPOSE**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 4820 North University Drive, Lauderhill, Florida 33319 and the mailing address is the same.

**ARTICLE IV - 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 of common stock at a par value of ONE DOLLAR (\$1.00).

**ARTICLE V - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI - REGISTERED AGENT**

The registered agent of this corporation is, Kristine Mara, the registered officer street address is, 4820 North University Drive, Lauderhill, Florida 33319.

**ARTICLE VII - DIRECTORS**

The directors of the corporation shall be:

President: Kristine Mara  
Secretary: Kristine Mara  
Treasurer: Kristine Mara

whose address shall be the same as the principal office of the Corporation.

## **ARTICLE VIII - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholder of the Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

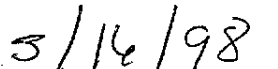
## **ARTICLE IX - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is Kristine Mara, 4820 North University Drive, Lauderhill, Florida 33319.

  
Signature /Incorporator

  
Date

## **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or

officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, the indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such person are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to including amendment or successor thereto. Nothing contained in the Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification advance of attorney fees and expenses to any person he is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provision regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be several and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### CONSENT OF REGISTERED AGENT

Having been named as registered agent and 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 the 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.

Kristen Mann  
Signature/Registered Agent

3/14/98  
Date

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