

LARSON & LARSON, P.A.

ATTORNEYS AT LAW  
Practicing Domestic & International  
Patent, Trademark, Copyright Law  
and Appellate Litigation

P98000030316

H. WILLIAM LARSON  
HERBERT W. LARSON  
ALSO ADMITTED IN DELAWARE AND THE DISTRICT  
OF COLUMBIA AND REGISTERED TO PRACTICE  
BEFORE THE U. S. PATENT AND TRADEMARK  
OFFICE. (REG. NO. 21008).

JAMES E. LARSON  
"PATENT AGENT"  
REGISTERED TO PRACTICE BEFORE THE  
U. S. PATENT AND TRADEMARK OFFICE  
(REG. NO. 37867).

PINEBROOK BUSINESS CENTER  
7381-114TH AVE. N. SUITE 406  
LARGO, FL 33773-5125  
813-546-0660  
FAX 813-545-1595

March 31, 1998

BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
TRIAL COUNSEL

Secretary of State  
Attn: Carolyn Batten  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/16/98--01073--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Article of Incorporation of K & L Props, Inc.  
Ref No. W98000006068

Dear Ms. Batten:

Enclosed in connection with the above noted proposed corporation is a revised Articles of Incorporation. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

FILED  
98 APR -2 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosure

**ARTICLES OF INCORPORATION  
OF  
K & L PROPS, INC.**

**FILED**  
98 APR -2 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is K & L Props, Inc.
2. The principal place of business and mailing address of the corporation is 16514 North Florida Ave., Tampa, FL 33549.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is twenty thousand (100,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to one hundred thousand dollars (\$100,000.00).
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The address of its registered office in the State of Florida is 7381 114th Ave. North, Suite 406, Largo, FL 33773. The name of its registered agent at such address is H. William Larson, Esq.
9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Paul Lesniewski	4304 Venice Drive, Lando, FL 34639
Eric John Kreuzer	10802 West Hillsborough Ave, Apt. 1612, Tampa, FL 33615

10. The incorporator is H. William Larson, Esq., 7381 114th Ave. North, Suite 406, Largo, FL 33773.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this March 13, 1998.

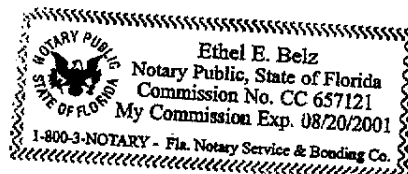
  
 H. William Larson, Esq., Incorporator

STATE OF FLORIDA       )  
 COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this March 13, 1998, by H. William Larson, Esq. who is personally known to me.

  
 Ethel Belz  
 Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, THE UNDERSIGNED, accept appointment as registered agent for the ~~Prop Shop~~, Inc. and  
state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.



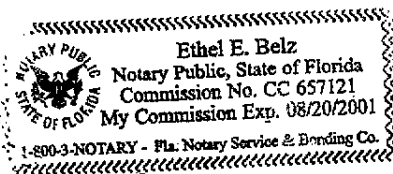
H. William Larson, Esq., Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this March 13, 1998, by H. William Larson, Esq. who is personally known to me.

  
Ethel Belz  
Notary Public

My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA