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REFERENCE : 768123 5011275

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 122.50

ORDER DATE : April 3, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 768123-010

CUSTOMER NO: 5011275

CUSTOMER: Donald P. Dufresne, Esq
BROAD AND CASSEL

Suite 500
400 Australian Avenue South
West Palm Beach, FL 33401

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 PM 1:42

DOMESTIC FILING

NAME: KEITH AND SCHNARS PROFESSIONAL
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF INCORPORATION
4/3/98

ARTICLES OF INCORPORATION

OF

KEITH AND SCHNARS PROFESSIONAL SERVICES, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

Keith and Schnars Professional Services, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:

6500 North Andrews Avenue
Fort Lauderdale, FL 33309-2132

and the mailing address shall be the same. The corporation may have other offices within or without the State of Florida.

ARTICLE III. PURPOSE AND POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under

the laws of the United States of America.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. AUTHORIZED SHARES

The Corporation is authorized to create and issue a maximum of one million (1,000,000) shares of Common Stock having a par value of One Hundredth Dollar (\$0.01) which shall be designated "Common Shares."

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, but not less than the par value of the stock to be so issued.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have an initial Board of Directors consisting of two (2) Directors. The number of Directors may be changed from time to time by the Bylaws of the corporation provided that the Board of Directors shall at all times have no less than two (2) Directors. The name and street address of the initial

members of the Board of Directors are:

Tanzer Kalayci

6500 North Andrews Avenue
Fort Lauderdale, FL 33309-2132

R. Arnold Ramos

6500 North Andrews Avenue
Fort Lauderdale, FL 33309-2132

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Tanzer Kalayci

President

R. Arnold Ramos

Secretary/Treasurer

ARTICLE VIII. BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE IX. INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Donald P. Dufresne, Esquire, and the street address of the initial registered office of the corporation shall be 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401.

ARTICLE XII. INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Donald P. Dufresne, Esquire
Broad and Cassel
400 Australian Avenue, 5th Floor
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this

2nd day of April, 1998.

By: _____

Donald P. Dufresne, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, Keith and Schnars Professional Services, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401 has named Donald P. Dufresne, Esquire, located at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, as its registered

agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

Donald P. Dufresne, Esquire
Registered Agent

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