

MONDSCHNEN AND MONDSCHNEN, P.A.

ATTORNEYS AT LAW  
THE PROFESSIONAL CENTRE  
9000 S.W. 87TH COURT, SUITE 218  
MIAMI, FLORIDA 33176

LEONARD E. MONDSCHNEN  
BOARD CERTIFIED IN  
ESTATE PLANNING AND PROBATE  
PHILIP H. MONDSCHNEN

TELEPHONE 274-0955  
TELECOPIER 596-0832  
AREA CODE 305

P98000033994  
June 3, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002547932--8  
-06/04/98--01075--009  
\*\*\*122.50 \*\*\*122.50

Re: Kenwyck Associates, Inc.

Dear Sir:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Kenwyck Associates, Inc. Also please find check in the amount \$122.50 to cover all filing fees and cost of to obtain a certified copy of the Articles of Incorporation.

Please return same by Federal Express to our office as soon as possible.

Thank you for your cooperation herein.

Very truly yours,

*Philip H. Mondschein*

Philip H. Mondschein

FILED  
98 JUN -4 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PHM/cs  
Enclosures

*9/6/8-28*

ARTICLES OF INCORPORATION  
OF  
KENWYCK ASSOCIATES, INC.

FILED  
98 JUN -4 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being the incorporator of KENWYCK ASSOCIATES, INC. do hereby form a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be:

KENWYCK ASSOCIATES, INC.

The principal office is:

18151 N.E. 31<sup>st</sup> Court  
Apt. 1904  
Aventura, Florida 33160

ARTICLE II  
NATURE OF BUSINESS

The Corporation shall engage in consulting services and any transaction or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) Shares of Common Stock at \$1.00 par value per share.

All stock is to be issued as fully paid and non-assessable.

ARTICLE IV

POWERS

The Corporation shall have the powers conferred by these Articles, corporate By-Laws, and the laws of the State of Florida and the United States.

ARTICLE V

TERMS OF EXISTENCE

The existence of the corporation is perpetual.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 18151 N.E. 31<sup>st</sup> Court, Apt. 1904, Aventura, Florida 33160. The name and address of the initial registered agent of this Corporation is:

BARBARA COLE  
18151 N.E. 31<sup>st</sup> Court  
Apt 1904  
Aventura, Florida 33160

ARTICLE VII

OFFICERS AND DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be One (1) and may be increased by amendment to the By-Laws. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the Corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been

held. The name and post office address of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
BARBARA COLE	Director/President Secretary/Treasurer	18151 N.E. 31 <sup>st</sup> Court Apt. 1904 Aventura, Florida 33160

#### ARTICLE VIII

##### SUBSCRIBERS

The name and post office address of the subscriber to the Articles of Incorporation, and the number of shares of stock that she agrees to take are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
BARBARA COLE	18151 N.E. 31 <sup>st</sup> Court Apt. 1904 Aventura, Florida 33176	100

#### ARTICLE IX

##### INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

No current or other transaction between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such Corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation, or in which this Corporation is interested, and no contract, act or transaction of this Corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is hereby

relieved from any liability except for fraud, that might otherwise exist from him or her contracting with this Corporation, in which he or she may be in any way interested. Any Director of this Corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he or she is also a Director of such subsidiary or controlled Corporation. Any person made a party to any action, suit or proceeding relating to the performance by him or her, or his or her duties as a Director, Officer or employee of this Corporation or any Corporation which he or she served as such at the request of this Corporation, shall be indemnified by the Corporation against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Director or employee is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director, Officer or employee may be entitled to by law.

#### ARTICLE X

##### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE XI

##### 1244 STOCK

The stock of the Corporation may be issued pursuant to the

provisions of Section 1244 of the Internal Revenue Code in order for the stockholders of the Corporation to receive the benefits thereunder.

IN WITNESS WHEREOF, I have made, executed and acknowledged these Articles of Incorporation as incorporator, this 2<sup>nd</sup> day of June, 1998.

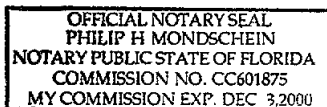
Barbara Cole  
BARBARA COLE

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of June, 1998, by BARBARA COLE, who is personally known to me.

Philip H. Mondschein  
Notary Public, State of Florida

My Commission Expires:

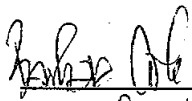


Philip H. Mondschein  
Name of Acknowledger (Print)

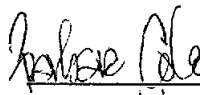
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE  
MAY BE SERVED.

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In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

FIRST: That KENWYCK ASSOCIATES, INC., desiring to  
organize or qualify under the laws of the State of Florida, with  
its principal place of business at Aventura, State of Florida,  
has named BARBARA COLE, located at 18151 N.E. 31<sup>st</sup> Court, Apt.  
1904, Aventura, Florida 33160, as its Agent to accept service of  
process within Florida.

  
\_\_\_\_\_  
TITLE: President  
DATE: 6/2/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
DATE: 6/2/98

FILED  
98 JUN -4 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA