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LAW OFFICES OF
BELLO & MATHESON, P.A.
1835 19TH PLACE
VERO BEACH, FLORIDA 32960

JUAN A. BELLO
EDWARD G. MATHESON

TELEPHONE (561) 569-2667
FACSIMILE (561) 569-8096

April 23, 1998

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Domestic Filing Section

Re: KENDRA ENTERPRISES, INC.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Article of Incorporation for the above named, proposed Florida corporation. In addition, you will also find our firm check in the amount of \$122.50, representing payment of the following:

Corporate Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy fee	\$ 52.50
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to our office.

If you should have any questions, or require any additional information, please don't hesitate to contact the office.

Thanking you in advance for your attention in this matter.

Sincerely,

Juan A. Bello
Juan A. Bello

JAB:lgh
Enclosures

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DIVISION OF CORPORATIONS
98 APR 29 AM 11:03

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ARTICLES OF INCORPORATION
OF
KENDRA ENTERPRISES, INC.

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DIVISION OF CORPORATIONS
98 APR 29 AM 11:09

ARTICLE I
NAME

The name of this corporation is KENDRA ENTERPRISES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

725 21st Street, SW, Vero Beach, Florida 32962

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value \$1.00 (\$1.00).

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

725 21st Street, SW
Vero Beach, Florida 32962

and the name of the initial registered agent of this corporation is:

Name
Ken Shields

Address
725 21st Street, SW
Vero Beach, Florida 32962

ARTICLE VI
COMMENCEMENT AND DURATION

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

ARTICLE VII
BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirements for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII
INDEMNIFICATION

This corporation shall indemnify any office, director or incorporator, or any former office, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
INCORPORATOR

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

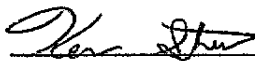
Name

Ken Shields

Address

725 21st Street, SW
Vero Beach, Florida 32962

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23RD day of APRIL, 1998.



Ken Shields

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, personally appeared Ken Shields, who being first duly sworn and known to me to be the person named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23RD
day of APRIL, 1998.


NOTARY PUBLIC

LINDA G. HEARNDON
(Printed Name of Notary)

My Commission Expires:



Linda G Hearndon
My Commission CC685105
Expires October 2, 2001

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted with said act: KENDRA ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Vero Beach, County of Indian River, State of Florida, has named Ken Shields, located at 725 21st Street, SW, Vero Beach, Florida 32962, as its agent to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Ken Shields

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