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LAW OFFICES

MARCHBANKS & LEIDER, P.A.

CORPORATE PLAZA, SUITE 203  
4710 NW BOCA RATON BOULEVARD  
BOCA RATON, FL 33431

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June 8, 1998

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fla. 32314

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-06/10/98--01023--008  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of  
Kennedy & Dodson Realty, Inc.

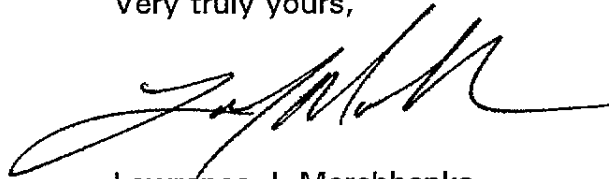
Dear Sir or Madam:

Enclosed please find an original and one copy of proposed Articles of Incorporation for Kennedy & Dodson Realty, Inc., together with a check in the amount of \$122.50 to cover the cost of the filing fee, etc.

Please return a certified copy of the filed Articles to the undersigned.

If you have any questions in regard to the enclosed, please do not hesitate to contact me.

Very truly yours,



Lawrence J. Marchbanks

LJM/jk

Enclosures

cc: Ms. Kathleen A. Kennedy

cc: Mrs. Deborah A. Dodson

APPROVED  
AND  
FILED  
98 JUN 10 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUN 11 1998

**ARTICLES OF INCORPORATION  
OF  
KENNEDY & DODSON REALTY, INC.**

The undersigned incorporators do hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the laws of the Florida Business Corporation Act.

**ARTICLE I - NAME**

The name of the corporation shall be:

KENNEDY & DODSON REALTY, INC.

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of the corporation shall be:

22153 Braddock Place  
Boca Raton, FL 33428

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

**ARTICLE III - CAPITAL STOCK**

(1) Authorized Capital Stock. The aggregate number of shares which the corporation shall have authority to issue is 500 consisting of 500 shares of Common Stock, no par value per share.

(2) Common Stock. Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation. The holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, all of the assets of the corporation remaining available for distribution, if any.

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(3) No Preemptive Rights. No holder of Common Stock of this corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of Common Stock of this corporation, whether now or hereafter authorized, or any obligations convertible into shares of Common Stock of this corporation, all preemptive and preferential rights being expressly denied.

#### **ARTICLE IV - DIRECTORS**

The number of directors constituting the initial board of directors is one (1). Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as a member of the initial board of directors is:

Kathleen A. Kennedy	22153 Braddock Place Boca Raton, FL 33428
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#### **ARTICLE V - INCORPORATORS**

The names and street addresses of the incorporators are as follows:

Kathleen A. Kennedy	22153 Braddock Place Boca Raton, FL 33428
Deborah A. Dodson	6097 Boca Colony Drive, Apt. 1622 Boca Raton, FL 33433

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be 4710 N. W. Boca Raton Boulevard, Suite 203, Boca Raton, Florida 33431, and the initial registered agent of the corporation at such office shall be Lawrence J. Marchbanks.

#### **ARTICLE VII - INDEMNIFICATION**

The corporation shall indemnify every person who is or was a director of the corporation to the fullest extent permitted by law, including, without limitation, to the fullest extent provided in this Article VII.


(1) The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he

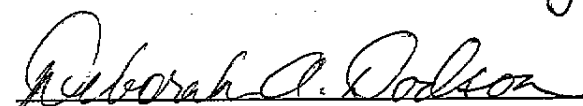
is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

5 IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this day of June, 1998.

  
KATHLEEN A. KENNEDY, Incorporator

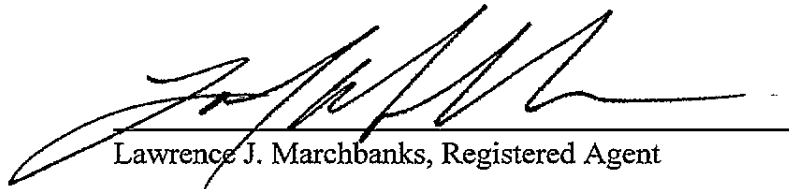
  
DEBORAH A. DODSON, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of Kennedy & Dodson Realty, Inc. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

DATED: June 8, 1998.

  
Lawrence J. Marchbanks, Registered Agent

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AND  
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98 JUN 10 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA