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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: KELLY KLAUDER AND ASSOCIATES, INC.

AUDIT NUMBER.....H98000011320

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1998

EMPIRE

SUBJECT: KELLY KLAUDER AND ASSOCIATES, INC.
REF: W98000013995

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ARTICLES OF INCORPORATION
OF
Kelly Klauder and Associates, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Kelly Klauder and Associates, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be:

5021 Hawkhurst Avenue
Ft. Lauderdale, Florida 33331

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 (one dollar).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is Kelly Klauder.

The address of the registered office of the corporation is 5021 Hawkhurst Avenue, Ft. Lauderdale, Florida 33331.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTOR.

The name of the initial director of this Corporation and her street address is:

Kelly Klauder

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9990 S.W. 77th Ave., Ph. 18
Miami, Florida 33156
(305) 595-7911

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5021 Hawkhurst Avenue
Ft. Lauderdale, Florida 33331

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until he/she resigns or her successor is elected or appointed and qualified, whichever occurs first.

ARTICLE VII INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is:

Kelly Klauder
5021 Hawkhurst Avenue
Ft. Lauderdale, Florida 33331

ARTICLE VIII AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.

Kelly Klauder
Incorporator
June 16, 1998
Date

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public, personally appeared KELLY KLAUDER who produced Florida Driver License as identification/is personally known to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to these Articles of Incorporation on the date set out above.

[Signature]
Notary Public State
of Florida at Large
Commission expiration *Dupe Schor*
My Commission CC691965
(Notary Seal) Expires October 27, 2001

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**CERTIFICATE OF DESIGNATION
 REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Kelly Klauder and Associates, Inc.
2. The name and address of the registered agent and office is:

Kelly Klauder
 5021 Hawkhurst Avenue.
 Ft. Lauderdale, Florida 33331

SIGNATURE: Kelly KlauderTITLE: INCORPORATORDATE: JUNE 16, 1998

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Kelly Klauder

KELLY KLAUDER

DATE: June 16, 1998

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