

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

98 JUN 25 AM 10:28

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Key Williams of Florida Inc

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| <input checked="" type="checkbox"/> | Art of Inc. File <u>cert.</u>  | <b>EFFECTIVE DATE</b><br><u>06-24-98</u> |
| <input type="checkbox"/>            | LTD Partnership File           |                                          |
| <input type="checkbox"/>            | Foreign Corp. File             |                                          |
| <input type="checkbox"/>            | L.C. File                      |                                          |
| <input type="checkbox"/>            | Fictitious Name File           |                                          |
| <input type="checkbox"/>            | Trade/Service Mark             |                                          |
| <input type="checkbox"/>            | Merger File                    |                                          |
| <input type="checkbox"/>            | Art. of Amend. File            |                                          |
| <input type="checkbox"/>            | RA Resignation                 |                                          |
| <input type="checkbox"/>            | Dissolution / Withdrawal       |                                          |
| <input type="checkbox"/>            | Annual Report / Reinstatement  |                                          |
| <input checked="" type="checkbox"/> | Cert. Copy                     |                                          |
| <input type="checkbox"/>            | Photo Copy                     |                                          |
| <input type="checkbox"/>            | Certificate of Good Standing   |                                          |
| <input type="checkbox"/>            | Certificate of Status          |                                          |
| <input type="checkbox"/>            | Certificate of Fictitious Name |                                          |
| <input type="checkbox"/>            | Corp Record Search             |                                          |
| <input type="checkbox"/>            | Officer Search                 |                                          |
| <input type="checkbox"/>            | Fictitious Search              |                                          |
| <input type="checkbox"/>            | Fictitious Owner Search        |                                          |
| <input type="checkbox"/>            | Vehicle Search                 |                                          |
| <input type="checkbox"/>            | Driving Record                 |                                          |
| <input type="checkbox"/>            | UCC 1 or 3 File                |                                          |
| <input type="checkbox"/>            | UCC 11 Search                  |                                          |
| <input type="checkbox"/>            | UCC 11 Retrieval               |                                          |
| <input type="checkbox"/>            | Courier                        |                                          |

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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ARTICLES OF INCORPORATION  
OF  
KAY WILLIAMS OF FLORIDA INC.

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DIVISION OF CORPORATIONS

98 JUN 25 AM 10:28

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be KAY WILLIAMS OF FLORIDA INC. The mailing address of the corporation is c/o Dolly Cohan, Law Offices of Wayne M. Levine, 777 Lantana Road, Lantana, Florida 33462.

ARTICLE II

EFFECTIVE DATE

06-24-98

DURATION

The corporation shall commence June 24, 1998, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

## ARTICLE V

### INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

#### NAME

#### ADDRESS

Dolly Cohan

Wayne M. Levine Law Office  
777 Lantana Road  
Lantana, Florida 33462

## ARTICLE VI

### DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Bettina Schaefer

Allerheiligenstraße 1  
50668 Köln, Germany

## ARTICLE VII

### PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the

issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

#### ARTICLE VIII

##### BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

#### ARTICLE IX

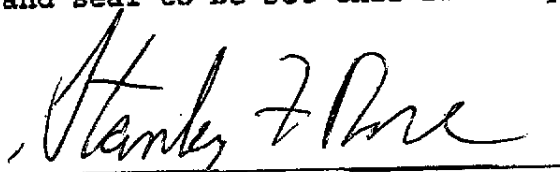
##### INCORPORATORS.

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

Stanley F. Rose

2110 Imperial G.C. Blvd.  
Naples, Florida 34110

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 23rd day of June, 1998.

  
Stanley F. Rose

S107

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: \_\_\_\_\_

Kay Williams of Florida Inc

2. The name and street address of the registered agent and office is: Dolly Cohan % Wayne M. Levine Law Office

777 Lantana Road

Lantana, Florida 33462

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Dolly Cohan  
Dolly Cohan

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