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McDANIEL & BALL, P.A.

ATTORNEYS AT LAW

1444 FIRST STREET

SARASOTA, FLORIDA 34236

(941) 952-1500

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ROBERT S. McDANIEL, JR.  
CHARLES H. BALL

June 19, 1998

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

200002573712--1  
-06/26/98--01081--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: KitCat, Inc.

Dear Sir:

Please find enclosed our check in the amount of \$122.50 which represents the filing fee for the above referenced corporation. We are enclosing an original and one copy.

Thank you for your cooperation in this matter. If you should have any questions, please give me a call.

Sincerely,



Coleen Shondel  
Legal Assistant to Charles H. Ball

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Enc

FILED  
98 JUN 26 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JN 6-29-98

ARTICLES OF INCORPORATION  
OF  
KitCat , INC.

FILED  
98 JUN 26 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be KitCat, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 2845 Novus Street, Sarasota, Florida 34237.

#### ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

KAREN L. ROWE	2845 Novus Street Sarasota, FL 34237
NATASHA GERHART	Post Office Box 11051 Sarasota, Florida 34278

#### ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as subscribers are as follows:

KAREN L. ROWE	2845 Novus Street Sarasota, Florida 34237
NATASHA GERHART	Post Office Box 11051 Sarasota, Florida 34278

#### ARTICLE VIII. REGISTERED OFFICE

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

2845 Novus Street Sarasota, FL 34237	Karen L. Rowe
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#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote

thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12<sup>th</sup> day of June, 1998.

Karen L. Rowe  
KAREN L. ROWE

Natasha Gerhart  
NATASHA GERHART

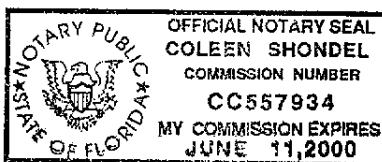
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12 day of June, 1998, by KAREN L. ROWE and NATASHA GERHART, who are personally known to me/or have produced \_\_\_\_\_ as identification and who did/did not take an oath.

Coleen Shondel  
Notary Public  
Coleen Shondel  
(Print Name)

My Commission Expires:

Charles H. Ball  
McDANIEL & Ball, P.A.  
1444 First Street  
Sarasota, Florida 34236  
(941) 952-1500



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that KitCat, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2845 NOVUS STREET, SARASOTA, FLORIDA, has named KAREN L. ROWE, located 2845 NOVUS STREET, SARASOTA, FLORIDA, as its agent to accept service of process within Florida.

Dated: 12. June. 1998

Karen L. Rowe  
Karen L. Rowe, Incorporator

Natasha Gerhart  
Natasha Gerhart, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

Karen L. Rowe  
Karen J. Rowe, Registered Agent  
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FILED  
98 JUN 26 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA