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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/28/98--01013--017
*****70.00 *****70.00

SUBJECT: KEMPER & THOMPSON CAPITAL, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

X \$70.00
Filing Fee

 \$78.75
Filing Fee
& Certificate

 \$122.50
Filing Fee
& Certified Copy

 \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: BIZCORP INTERNATIONAL INC.
Name

292 S. County Road, #500
Address

Palm Beach, FL 33480
City, State & Zip

(561) 776-2277
Daytime Telephone Number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: KEMPER & THOMPSON CAPITAL, INC.

ARTICLE II - PRINCIPAL OFFICE

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

224 Datura Street
Suite 900
West Palm Beach, FL 33401

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ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock, with no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

LegalMark Corporation
4262 Northlake Blvd.
Suite 1231
Palm Beach Gardens, FL 33410

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

BIZCORP INTERNATIONAL INC..
292 S. County Road
Suite 500
Palm Beach, FL 33480

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
15th day of July, 1998.

BIZCORP INTERNATIONAL INC.

By: _____



Stephen Levy (Pres.)

**CERTIFICATE OF DESIGNATION OF
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: KEMPER & THOMPSON CAPITAL, INC.

2. The name and address of the registered agent and office is:

LegalMark Corporation
(Name)

4262 Northlake Blvd. #1231
(Address)

Palm Beach Gardens, FL 33410
(City/State/Zip)

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.

LegalMark Corporation

By: _____


Stephen Levy (Pres.)

July 15, 1998
(Date)

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