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also admitted New York Bar

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(904) 824-4213

September 23, 1998

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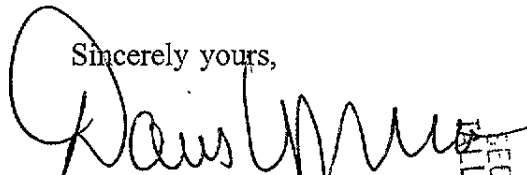
Florida Department of State  
Division of Corporations  
409 East Gaines St.  
Tallahassee, FL 32399

RE: K.C.W. INCORPORATED

Dear Sir/Madam:

Please find enclosed the articles of incorporations regarding the above referenced corporation. Likewise, you will find my check in the amount of \$70.00 to cover the cost of filing and returning a copy to me. If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,

  
H. Davis Upchurch, Jr.

HDU, Jr.  
enclosure  
Kris C. Weinshilboum

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TALLAHASSEE FLORIDA

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*This instrument was prepared by:*  
*H. Davis Upchurch Jr., Esq.*  
*Upchurch & Esposito P.A.*  
*1510 N. Ponce de Leon Blvd.*  
*St. Augustine, Florida 32085*  
*Telephone (904) 825-1990*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**K.C.W. INCORPORATED**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607 (1995), does hereby adopt the following Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of the corporation is K.C.W., INC.

**ARTICLE II**  
**Nature of Business**

The general nature of the business to be transacted by this corporation is consulting and any other activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**Shares of Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock at par value of one dollar (\$1.00) per share.

**ARTICLE IV**  
**Initial Capital**

The amount of capital with which this corporation will begin business is not less than five hundred dollars (\$500.00).

**ARTICLE V**  
**Effective Date**

The effective date of incorporation shall be September 30th, 1998.

**ARTICLE VI**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VII**  
**Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders, but shall never be less than two (2) nor more than five (5).

**ARTICLE VIII**  
**Initial Directors and Officers**

The name and residence and post office address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Kris C Weinshilboum	320 Monika St, St. Augustine Florida 32084	President
Robert Weinshilboum	320 Monika St, St. Augustine Florida 32084	Secretary/ Treasurer

**ARTICLE IX**  
**Subscribers**

The name and address of the subscriber to these Articles of Incorporation is: Kris C. Weinshilboum 320 Monika Place, Saint Augustine, Florida, 32084.

**ARTICLE X**  
**Preemptive Rights**

The corporation elects to have the preemptive rights in accordance with its shareholders as defined in Florida Statutes 607.0630 (1995).

**ARTICLE XI**  
**Principal Office and Registered Agent**

The street address of the principle office of the corporation is 320 Monika Place, Saint Augustine, Florida, 32084, and the name and address of the registered agent for the service of process is H. Davis Upchurch, Jr., Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon, Saint Augustine, Florida, 32084.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder meeting by a majority of the stock entitled to vote thereon.

*Robert J. Weinshilboum*  
Signature  
*Secretary/Treasurer*

STATE OF FLORIDA  
COUNTY OF SAINT JOHNS

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September, 1998, by \_\_\_\_\_ Robert Weinshilboum. Such person(s) did not take an oath and are personally known to me; ☒ produced a current Florida driver's license as identification; \_\_\_\_\_ produced \_\_\_\_\_ as identification.

*Roberta J. Halyburton*  
Notary Public Signature



ROBERTA J. HALYBURTON  
Notary Public, State of Florida  
My comm. expires Jan. 25, 2002  
Comm. No. CC 710681

\_\_\_\_\_  
Name of Notary

My commission expires:

{Seal}

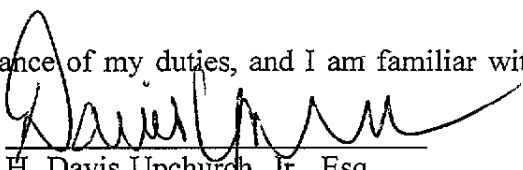
**Designation of Registered Office**  
**and Registered Agent**

Pursuant to the provisions of Sec. 607.0501 Fla.Stat.(1995), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for service of process in the State of Florida.

1. The name of the corporation is K.C.W. INCORPORATED
2. The name and address of the registered agent and office is: H. Davis Upchurch, Jr., Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon Blvd., Saint Augustine, Florida, 32085.

Having been named as Registered Agent for the service of process for the above name corporation at the above stated address, I hereby accept the appointment and agree to faithfully perform my duties. I further agree to comply with the provisions of all Florida Statutes relating

to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations as Registered Agent.

  
H. Davis Upchurch, Jr., Esq.

Sept 28, 1998  
Date

**FILED**  
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