

KIM STROMENGER
2457 Collins Avenue, Unit 1001
Miami Beach, Florida 33140

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P98000087541

October 9, 1998

Via FedEx

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-10/12/98-01105-011
****122.50 ****78.75

Re: Filing New Corporation - KOBALT International, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for KOBALT International, Inc., which should be recorded in the State's Public Records. Also enclosed is my check in the amount of \$122.50 representing your fees for filing and for a certified copy of the Articles, to be returned to the undersigned.

Thank you in advance for your assistance in this matter.

Very truly yours,



Kim Stromenger

Enclosures

FILED
98 OCT 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10/13/98

(4)

ARTICLES OF INCORPORATION

OF

KOBALT International, Inc.

FILED
98 OCT 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

KOBALT International, Inc.

ARTICLE II

The mailing address of the corporation is:

2457 Collins Avenue
Unit 1001
Miami Beach, Florida 33140

The address of the principal office is not known as of the date hereof.

ARTICLE III

The duration of this corporation is to be **perpetual**.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is 2457 Collins Avenue, Unit 1001, Miami Beach, Florida 33140. The name of the corporation's registered agent at such address is Kim Stromenger, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The

certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is ONE, whose name and address is:

Kim Stromenger
2457 Collins Avenue
Unit 1001
Miami Beach, FL 33140

ARTICLE IX

The name and address of the Incorporator is Kim Stromenger, 2457 Collins Avenue, Unit 1001, Miami Beach, Florida 33140.

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Kim Stromenger, being the Incorporator of this corporation, make and file these Articles of Incorporation this 8 day of October, 1998.



KIM STROMENGER, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

KOBALT INTERNATIONAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED **KIM STROMENGER**, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. KIM STROMENGER'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:

2457 Collins Avenue, Unit 1001
Miami Beach, Florida 33140
KIM STROMENGER, REGISTERED AGENT

98 OCT 12 AM 11:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

Kim Stromenger

KIM STROMENGER, AS REGISTERED AGENT FOR KOBALT INTERNATIONAL, INC.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SWORN TO AND SUBSCRIBED BEFORE ME THIS 8th DAY OF October, 1998, BY KIM STROMENGER, WHO IS PERSONALLY KNOWN TO ME OR HAS PRODUCED _____ AS IDENTIFICATION.

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

NOTARY SEAL



Blanca R. Meneses
My Commission CC812846
Expires March 16, 2001