

P98000092421
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Attorney at Law

TAXATION
WILLS, ESTATES AND ESTATE PLANNING
CORPORATION AND BUSINESS LAW

ADMITTED IN FLORIDA AND PENNSYLVANIA

THE OAKS
SUITE 202 B
4330 SHERIDAN STREET
Hollywood, Florida 33021

BROWARD (954) 962-5800
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October 14, 1998

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Secretary of State
Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

*****70.00 *****70.00

RE: K & M GROUP, INC.

Dear Sir/Madam:

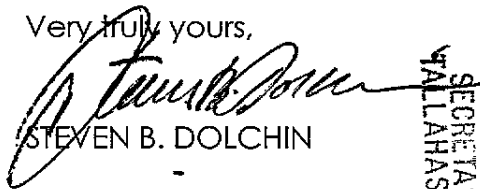
Enclosed herewith is one original and one copy of the Articles of Incorporation for the above-referenced corporation.

Our check, payable to the Secretary of State, in the amount of \$70.00 is enclosed as payment of the following:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
	\$ 70.00

Please return the filed copy to the attention of the undersigned. Thank you for your cooperation.

Very truly yours,


STEVEN B. DOLCHIN

SBD:ihg
Encls.
c:/Schwartz/MSeach/ArtInc/10-14-98

FILED
98 OCT 29 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
K & M GROUP, INC.

FILED
98 OCT 29 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is K & M GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is as follows:

Class "A" Common \$1.00 par value 3,000 shares

Class "B" Common \$1.00 par value 3,000 shares

The voting rights shall be vested exclusively in the holders of the Class "A" common stock who shall be entitled to one (1) vote for each share held. The holders of Class "B" common stock shall not be entitled to any voting rights whatsoever.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4330 Sheridan Street, Hollywood, Florida 33021, and the initial registered agent of this corporation at that address is STEVEN B. DOLCHIN, ESQ.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 12677 White Coral Drive, West Palm Beach, Florida 33414.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Mark Raymond Seach	12677 White Coral Drive
	West Palm Beach, Florida 33414

ARTICLE VIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any promoter, incorporator, officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is STEVEN B. DOLCHIN, ESQ., 4330 Sheridan Street, Suite 202-B, Hollywood, Florida 33021.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, to any amendment hereto, and any rights conferred upon the Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of October, 1998.


STEVEN B. DOLCHIN

98 OCT 29 PM 12:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 14th DAY OF October, 1998.


STEVEN B. DOLCHIN
(Registered Agent)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared STEVEN B. DOLCHIN, to me known and known by me to be the person who, as incorporator, executed the foregoing Articles of Incorporation of K & M GROUP, INC. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 14th day of October, 1998.



Notary Public
State of Florida at Large

My Commission Expires:

