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FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98DEC-7 PM 4:31

December 4, 1998

State of Florida  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

400002704814--5  
-12/07/98--01121--003  
\*\*\*\*135.00 \*\*\*\*91.25

Re.: Articles of Incorporation  
KARLOS HOLDINGS, INC.

Please find herewith the articles of incorporation for Karlos Holdings, Inc., along with a check of \$125.00 for said fees and charges.

Also, please find a UPS nest day air bill for you to return filed articles.

Should there be any questions, please call the above listed telephone number.

Sincerely,



Stacy Hazard  
for the Company

12-10  
WS

**ARTICLES OF INCORPORATION**

OF

**KARLOS HOLDINGS, INC.**

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The undersigned persons, have associated themselves for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **KARLOS HOLDINGS, INC.**

**ARTICLE II DURATION**

The duration of this corporation shall be perpetually or until dissolved by due process of law.

**ARTICLE III PURPOSE AND POWERS**

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may amend from time to time.

**ARTICLE IV PRINCIPLE OFFICE**

Principle place of business shall be:  
One Financial Plaza, Suite 2110  
Fort Lauderdale, Florida 33394

Mailing address of business shall be:  
One Financial Plaza, Suite 2110  
Fort Lauderdale, Florida 33394

**ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:  
Charles Wunderlich  
One Financial Plaza, Suite 2110  
Fort Lauderdale, FL 33394

**ARTICLE VI BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one person, who shall serve until their successors are qualified according to the bylaws, and whose names are:

Name	Address
Charles Wunderlich	One Financial Plaza, Suite 2110 Fort Lauderdale, FL 33394

**ARTICLE VII INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Charles Wunderlich
One Financial Plaza, Suite 2110
Fort Lauderdale, FL 33394

**ARTICLE VIII CAPITAL STOCK**

The authorized capital stock of the corporation shall be 1,000 shares of one (\$1.00) dollar par value common stock, which shall be designated "Common Shares."

A) Capital stock may be issued in consideration for cash, real or personal property, services rendered, promissory notes, cancellation of debts, or any other thing of value to the corporation. The Board of Directors solely shall judge the value of the such property, services, right or thing acquitted in exchange for capital stock.

B) The Board of Directors shall have the sole authority to determine the declaration and payment of dividends.

**ARTICLE IX PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

**ARTICLE X OTHER PROVISIONS**

A) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of such other corporation.


B) Upon election of the Board of Directors by the Stockholders, such as Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

C) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now of hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

D) The Corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this

18th day of November 1998.

  
Charles Wunderlich, Incorporator

**CERTIFICATE OF DESIGNATION  
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.

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DIVISION OF CORPORATIONS  
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1. The name of the corporation is: KARLOS HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Charles Wunderlich

One Financial Plaza, Suite 2110

Fort Lauderdale, FL 33394

Signature: 

Title: President

Date: November 18, 1998

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 obligation of my position as registered agent.

Signature: 

Date: November 18, 1998