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DUBINER & WILENSKY, P.A.

ATTORNEYS AT LAW

Northbridge Centre

Suite 325, 515 North Flagler Drive, West Palm Beach, FL 33401-4349

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MICHAEL DUBINER  
MARK WILENSKY

December 9, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/14/98--01022--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: **KELL Group International, Inc.**

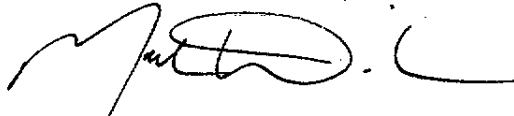
Ladies and Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for KELL Group International, Inc., Certificate of Designation of Registered Agent/Registered Office, and the filing fee of \$70.00. Please file the Articles and provide proof of same.

Thank you for your attention to this matter.

Very truly yours,

DUBINER & WILENSKY, P.A.



MARK WILENSKY

MW/rap

Enclosures

FILED  
98 DEC 14 AM 8:32  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

SD  
12/15

**ARTICLES OF INCORPORATION**  
**OF**  
**KELL Group International, Inc.**

**FILED**  
98 DEC 14 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

KELL Group International, Inc.

The address of the principal office of this corporation shall be 12773 Forest Hill Boulevard, Suite 1215, Wellington, Florida 33414, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized

to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 515 North Flagler Drive, Suite 325, West Palm Beach, FL 33401, and the name of the initial registered agent of the corporation at that address is Mark Wilensky.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors. The names and addresses of the members of the Board of Directors are:

Laurie Auwaerter Director	12773 Forest Hill Boulevard, Suite 1216 Wellington, FL 33414
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Kurt Auwaerter Director	12773 Forest Hill Boulevard, Suite 1216 Wellington, FL 33414
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#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall

hold office for the first year of the corporation, or until their successors are elected or appointed are:

Laurie Auwaerter  
President/Vice President

12773 Forest Hill Boulevard, Suite 1216  
Wellington, FL 33414

Kurt Auwaerter  
Secretary/Treasurer

12773 Forest Hill Boulevard, Suite 1216  
Wellington, FL 33414

#### ARTICLE VIII. INCORPORATOR

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

Dubiner & Wilensky, P.A.  
515 North Flagler Drive  
Suite 325  
West Palm Beach, FL 33401-4349

IN WITNESS WHEREOF, the undersigned agent of Dubiner & Wilensky, P.A.  
has hereunto set their hand and seal of Dubiner & Wilensky, P.A., on December 9,  
1998.

DUBINER & WILENSKY, P.A.

By: 

Its Agent, Mark Wilensky

ASSIGNMENT BY THE SOLE INCORPORATOR  
OF THE ARTICLES OF INCORPORATION OF  
KELL GROUP INTERNATIONAL, INC.

Dubiner & Wilensky, P.A., as sole incorporator, for value received hereby  
assigns any and all rights it may have as such incorporator to the following:

Laurie Auwaerter  
12773 Forest Hill Boulevard, Suite 1216  
Wellington, FL 33414

Dated: DECEMBER 9, 1998

DUBINER & WILENSKY, P.A.

By: 

Its Agent, Mark Wilensky

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

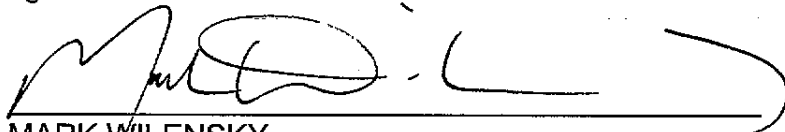
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: KELL Group International, Inc.
2. The name and address of the registered agent and office is:

Mark Wilensky  
Dubiner & Wilensky, P.A.  
515 North Flagler Drive  
Suite 325  
West Palm Beach, FL 33401-4349

**FILED**  
98 DEC 14 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
MARK WILENSKY