

P.98000104870.

4242 Cedar Creek Rd.
Boca Raton, FL 33487

800002707608--4
-12/09/98--01082--005
****337.50 ****337.50

November 23, 1998

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

Re: Kayne & Co., L.C.

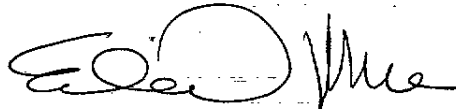
EFFECTIVE DATE
12-15-98

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for Florida Limited Liability Company and Certificate of Designation of Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$337.50 for filing of the articles. A self-addressed return envelope is enclosed for your convenience so that you may return the certified copy of the Articles of Organization to the undersigned..

Thank you.

Sincerely yours,



Edward R. Kayne
561-995-8046

:mk.
Enclosures

Edward
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add "Inc."*
DATE *12/17*
DOJ EXAM *SD*

*#258.75 Sent refund
refund app for sig.*

*SD
12/17*

W98-27133
FILED
98 DEC 17 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1998

EDWARD R. KAYNE
4242 CEDAR CREEK ROAD
BOCA RATON, FL 33487

SUBJECT: KAYNE & CO., L.C.
Ref. Number: W98000027733

We have received your document for KAYNE & CO., L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CO.." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The effective day must be specific and cannot be prior to the date of filing.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 098A00058437

ARTICLES OF INCORPORATION

OF

KAYNE & COMPANY, INC.

FILED
98 DEC 17 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

EFFECTIVE DATE

12-15-98

NAME

The name of the Corporation is KAYNE & COMPANY, INC. and its principal office and mailing address is 4242 Cedar Creek Road, Boca Raton, Florida 33487.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this

Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Ten Thousand (10,000) shares of voting common stock with \$1.00 par value share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 4242 Cedar Creek Road, Boca Raton, Florida 33487. The initial Registered Agent at that address is Edward R. Kayne.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: Edward R. Kayne, 4242 Cedar Creek Road, Boca Raton, Florida 33487.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the

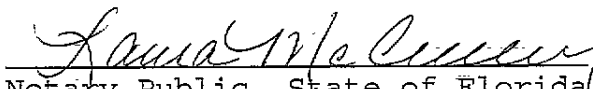
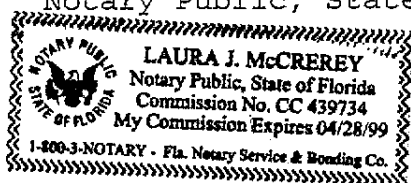
Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 15TH day of December, 1998.


EDWARD R. KAYNE


STATE OF FLORIDA)
 SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16 day of December, 1998, by EDWARD R. KAYNE, who is personally known to me or who has produced his Florida driver's license as identification and who did not take an oath.


Notary Public, State of Florida

LAURA J. McCREREY
Notary Public, State of Florida
Commission No. CC 439734
My Commission Expires 04/28/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve
as Registered Agent for KAYNE & COMPANY, INC.


EDWARD R. KAYNE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 17 PM 1:08

FILED