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# Division of Corpon

### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

KMS PIPO INVESTMENT, INC.

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## FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 21, 1999

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SUBJECT: KMS PIPO INVESTMENT, INC.

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## ARTICLES OF INCORPORATION OF KMS PIPO INVESTMENT, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

## ARTICLE I NAME OF CORPORATION

The name of the corporation is KMS PIPO INVESTMENT, INC.

### ARTICLE II DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

### ARTICLE III PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson ROBINSON & COMPANY 17645 NW 27TH AVE, MIAMI, FL 33056 PHONE; (305) 621-7555/6579

2

#### ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of this corporation is PHILIPPE GERMAIN. The street address of the initial principal office of the corporation in the State of Florida is 2162 NW 105th STREET, MIAMI, FLORIDA, 33147.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director(s) are:

PHILIPPE GERMAIN

2162 NW 105th STREET

MIAMI, FL 33147

MARIE GERMAIN

2162 NW 105<sup>th</sup> STREET MIAMI, FL 33147

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is PHILIPPE GERMAIN, 2162 NW 105th STREET, MIAMI, FLORIDA 33147.

#### 3

## ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

## ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 12 day of 74N 1999.

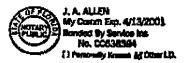
PHILIPPE GERMAIN

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared PHILIPPE GERMAIN, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 14 day of Sanage 1999.



NOTARY PUBLIC State of Florida at Large

My Commission Expires: 4.13.2001

5

## CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that KMS INVESTMENT, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2162 NW 105th STREET, MIAMI, FLORIDA 33147 has named PHILIPPE GERMAIN of 2162 NW 105th STREET, MIAMI, FLORIDA 33147, as its agent to accept service of process within Florida.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 12 day of Jan 1999.

PHILTPE GERMAIN
Registered Agent

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SECRETARY OF STATE
TAIL AHASSEE, FLORIDA