

P99000059889

TRANSMITTAL LETTER

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

000002919280--4  
-06/30/99-01032-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: KAP E COMPANY  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

EFFECTIVE DATE  
7-1-99

ADDITIONAL COPY REQUIRED

FROM: Tom Symonette CPA  
Name (Printed or typed)

1310 W Colonial Dr #16  
Address

Orlando, FL 32804  
City, State & Zip

407 649 - 9445  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 30 AM 11:14

FILED

NOTE: Please provide the original and one copy of the articles.

gfc 7/12

Articles of Incorporation  
of  
KAP & Company, Inc.

The undersigned incorporator, being a person competent to contract subscribes to these Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

Article I

Name. The name and mailing address of this corporation is:

KAP & Company, Inc.  
1310 W Colonial Drive, Suite 5  
Orlando, Florida 32804

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TALLAHASSEE, FLORIDA

Article II

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

Article III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share to be in money, property, or services actually performed as may be fixed by the Board of Directors.

EFFECTIVE DATE  
7-1-99

Article IV

Term of Existence. This corporation shall commence on July 1, 1999 and shall have perpetual existence.

#### Article V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 1310 W Colonial Drive, Suite 5, Orlando, Florida 32804, and name of the initial registered agent of the corporation at that address is Kevin Pfof.

#### Article VI

Number of Directors. This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the By-laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

#### Article VII

Initial Board of Directors. The name and address of the initial director of this corporation is:

**Kevin Pfof - President**

2958 Allegro Court

Deltona, Florida 32738

#### VIII

Incorporator. The name and address of the incorporator signing these articles is:

**Kevin Pfof**

2958 Allegro Court

Deltona, Florida 32738

#### Articles IX

Lost or Destroyed Certificates. Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the by-laws of this corporation.

#### Article X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation upon the shareholders are subject to this reservation.

#### Article XI

By-laws. The power to adopt, alter, amend or repeal By-laws of this corporation shall be vested in the Board of Directors.

#### Article XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

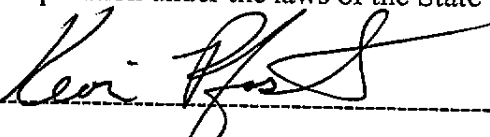
#### Article XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

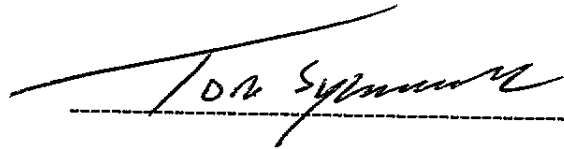
The transfer of this stock certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation to which the holder hereof assents.


IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida this 27th day of June, 1999.

  
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Kevin Pfost

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Kevin Pfost, who produced a current driver's license issued by the State of Florida Department of Motor Vehicles as identification, and they executed the foregoing Articles of Incorporation in my presence freely and voluntarily, and for the uses and purposes expressed therein. WITNESS my hand and official seal in the County and State aforesaid this 27th day of June, 1999.

  
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Notary Public, State of Florida

 Thomas B Symonette Jr  
My Commission CC802854  
Expires January 19, 2003

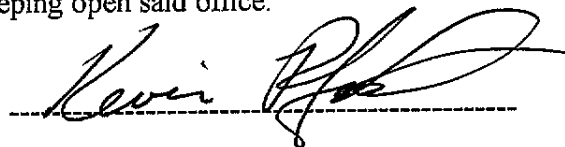
CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

KAP & Company, Inc. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1310 W Colonial Drive, Suite 5, Orlando, Florida 32804, has named Kevin Pfof as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



By: Kevin Pfof

Registered Agent

Dated: June 27, 1999

99 JUN 30 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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