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FLORIDA PROFIT CORPORATION OR P.A.

KRAMER HOLDINGS COMPANY, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

EMPIRE

SUBJECT: KRAMER HOLDINGS COMPANY, INC.
REF: W99000026854

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**ARTICLES OF INCORPORATION
OF
KRAMER HOLDINGS COMPANY, INC.**

ARTICLE I

NAME

The name of the Corporation is **KRAMER HOLDINGS COMPANY, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the following purposes:

1. To purchase, improve, develop, hold, and own real estate, and to lease, mortgage, and sell the same in such parts or parcels improved or unimproved, and on such terms as from time to time and manner of payment as the Corporation may, by its Board of Directors, agree.
2. To have one or more offices to carry on all or any of its operations and business, and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real property of every class and description in any of the states, districts, territories, or colonies of the United States or other country.
3. In general, to carry on any other business in connection with the foregoing, whether purchasing real property or otherwise, and to have and exercise all the powers conferred by the laws of Florida upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
4. To transact any or all lawful business.
5. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.
6. The above and foregoing businesses enumerated are intended as illustrative and not restrictive, and the Corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent for others, and shall further engage in any or all like or kindred businesses that may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges, and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State

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of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation/principal place of business is 8105 South Highway A1A, Melbourne Beach, Florida, 32951. The office of the initial registered agent is STEPHENS LYNN KLEIN & McNICHOLAS, P.A. 515 North Flagler Drive, Suite 1600, West Palm Beach, Florida, 33401, and the name of the initial registered agent of this Corporation at that address is Gary R. Shendell, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name and address of the initial Director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Knut Kramer	8105 South Highway A1A Melbourne Beach, Florida 32951

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is

Gary R. Shendell, Esq.
STEPHENS LYNN KLEIN & McNICHOLAS, P.A.
515 North Flagler Drive
Suite 1600
West Palm Beach, Florida 33401

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ARTICLE IX

BYLAWS

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.


**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of November, A.D., 1999.

STEPHENS LYNN KLEIN & McNICHOLAS, P.A.

By


GARY R. SHENDELL, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Articles of Incorporation, 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.

KRAMER HOLDINGS COMPANY, INC.

By


GARY R. SHENDELL, ESQUIRE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public in and for said county and state, personally appeared GARY R. SHENDELL, ESQ., known to me and known by me to be the person who executed

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the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of November, A.D., 1999.

NOTARY PUBLIC

Gretchen L. Feng
GRETCHEN L. FENG
State of Florida at Large



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