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503495

March 31, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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*****43.75 *****43.75

Re: Amended and Restated Articles of Incorporation of KPI, INC.

Dear Sirs:

You will find enclosed herewith an original and one copy of the Amended and Restated Articles of Incorporation of KPI, INC. Also, enclosed is our check in the amount of \$43.75 which includes the filing fee and certified copy fee.

Please return a certified copy of the Amended and Restated Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions please contact my office. Thank you for your cooperation.

*Amend Restate + NC
4-9-99
JMS*

Very truly yours,

James M. Schiff
James M. Schiff

JMS/lp
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**AMENDED and RESTATED
ARTICLES OF INCORPORATION OF
KPI, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **KPI, INC.**
2. The foregoing was adopted by the unanimous written consent of all of the Shareholders and all of the members of the Board of Directors of the Corporation on March 31, 1999, pursuant of Section 607.0740 sand 607.0821 of the Act.
3. The Articles of Incorporation are amended and restated as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KENNETH J. LOWY, P.A.**

ARTICLE I

The name and address of this corporation shall be

**KENNETH J. LOWY, P.A.
10220 S.W. 125 Street
Miami, Florida 33176**

ARTICLE II

This corporation, through its officers and employees shall be authorized to engage in every aspect and phase of the practice of real estate pursuant to the provisions of Chapter 475 of the Real Estate License Law; to engage in any activities which will facilitate and promote the practice of real estate through its officers and employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 621.08 of the Professional Service Corporation Act; and to purchase and own real estate and personal property necessary for the rendering of professional services in the practice of real estate pursuant to the provisions of Chapter 475 of the Real Estate License Law. This corporation shall not be permitted to engage in any business other than the practice of real estate pursuant to the provisions of Chapter 475 of the Real Estate License Law.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 500 | \$1.00 | Common |

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The registered office of this corporation shall be at 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The registered agent at that address shall be James M. Schiff.

ARTICLE VI

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the Director of the corporation, who

shall hold office until his successor is duly elected and qualified shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Kenneth J. Lowy | 10220 S.W. 125 Street Miami, Florida 33176 |

ARTICLE VIII

The name and address of the officers of the corporation who shall hold office for until their successors are elected or appointed are:

| | |
|---------------------|-----------------------|
| Kenneth J. Lowy | 10220 S.W. 125 Street |
| President/Treasurer | Miami, Florida 33176 |
| Secretary | |

ARTICLE IX

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII

This corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act and accordingly, the corporation, its officers, directors and stockholders, shall be subject to all of the sections of said Act concerning the formation of the corporation, the conduct of its business and the liabilities, rights, privileges and immunities of the corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Director of the Corporation has executed this Amended and Restated Articles of Incorporation this 31st day of March, 1999.

KPI, INC.

By: [Signature]
Kenneth J. Lowy
President and Director

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

31st The foregoing instrument was acknowledged to before me this day of March, 1999, by Kenneth J. Lowy, as President of KPI, INC., who is personally known to me to who has produced _____ as identification and who did take an oath.

[Signature]
Notary Public, State of Florida
at Large
Guadalupe Perez
Printed Name of Notary

My Commission Expires:



GUADLUPE PEREZ
COMMISSION # CC452630
EXPIRES APRIL 30, 1999