

P018889014905

SEILER & SAUTTER
ATTORNEYS AND COUNSELORS AT LAW
Suite 200
2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

C. Christian Sautter, P.A.*
John P. Seiler, Esquire
Kathleen K. Peña, Esquire

Telephone (954) 568-2122
Fax (954) 568-2152
email: seisau@bocanet.com

Of Counsel
Richard J. Zaden, Esquire
Thomas T. Coon, Jr., Esquire

* Also admitted in Texas

February 7, 2001

Via FedEx

400003661774--0
-02/08/01--01074--011
*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: New Filings

Re: Articles of Incorporation for: KCE Corporation, a Florida corporation
Our file no. 9463.1000

Dear Ladies and/or Gentlemen:

Enclosed is a document package (2 copies) pertaining to the above referenced corporation, together with my remittance in the total sum of \$78.75 to cover cost of filing fees, registered agent designation and a certified copy of the Articles of Incorporation. Please return the certified copy of the Articles of Incorporation in the self-addressed FedEx envelope provided herein.

Thank you for your prompt attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER



C. Christian Sautter

FILED
01 FEB -8 PM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl

G:\WPWIN9463\articles cvltr.wpd

2-9-01
10-5-2
WC

**ARTICLES OF INCORPORATION
OF
KCE CORPORATION**

FILED
01 FEB -8 PM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is: **KCE CORPORATION**

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

**755 Boardman-Canfield Road
Southbridge West, Building K-1
Youngstown, Ohio 44512**

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: **2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306**, and the name of the initial registered agent of this corporation at the address is: **C. Christian Sautter, Esq.**

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: three (3). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Bernard J. Kosar, Jr.	2672 Riviera Manor Weston, Florida 33332
David L. Epstein	8151 West Peters Road Plantation, Florida 33324
Alan P. Cohen	3320 Fairfield Lane Weston, Florida 33331

Article VIII

Incorporator:

The name and address of the person signing these Articles is:

**C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306**

Article IX

Powers

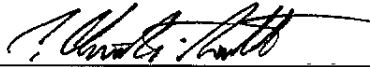
This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 7, 2001.



C. Christian Sautter, Esq., Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **KCE CORPORATION**

2. The name and address of the registered agent and office is:

**C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306**

FILED
01 FEB -8 PM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: 
C. Christian Sautter, Esq.