

P98000013013

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

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for KABIL Enterprises, Inc.
along with a check in the amount of \$70.00
for filing fee and designation of registered agent. 122.50

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

William C. Souders

000002413500--6
-01/27/98-01088-014
****122.50 ****122.50

FILED
98 FEB -9 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1998-1998~~

Dmc
1-28-98

~~289, 2557, 611, 2550~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1998

WILLIAM C. VAN LAW, JR.
25140 MARSH LANDING PKWY
PONTE VEDRA BEACH, FL 32082

SUBJECT: KABIL ENTERPRISES, INC.
Ref. Number: W98000001998

We have received your document for KABIL ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00004840

FILED

98 FEB -9 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
KABIL ENTERPRISES, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is KABIL ENTERPRISES, INC..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

25140 MARSH LANDING PKWAY
PONTE VEDRA BEACH, FL 32082

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

WILLIAM C. VAN LAW, JR.
KABIL ENTERPRISES, INC.
25140 MARSH LANDING PKWAY
ST. JOHNS County
PONTE VEDRA BEACH, FL 32082

" I HEREBY AM FAMILIAR
WITH AND ACCEPT THE DUTIES
AND RESPONSIBILITIES AS
REGISTERED AGENT "

William C. Van Law Jr

Initials: WCL

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

WILLIAM C. VAN LAW, JR.
25140 MARSH LANDING PKWAY
PONTE VEDRA BEACH, FL 32082

KAY A. VAN LAW
25140 MARSH LANDING PKWAY
PONTE VEDRA BEACH, FL 32082

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has

the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


WILLIAM C. VAN LAW, JR., Incorporator
25140 MARSH LANDING PKWAY
PONTE VEDRA BEACH, FL 32082