P96000043209

LAW OFFICES OF
LAWRENCE H. FEDER
ATTORNEY AT LAW

HOLLYWOOD: 954 • [illegible]-4477
FORT LAUDERDALE: 954 • [illegible]
MIAMI: 305 • 947-[illegible]
BOCA RATON: 407 • [illegible]

FAX: 954 • [illegible]

LAWRENCE H. FEDER
MEMBER OF
FLORIDA & NEW YORK BARS

8450 HOLLYWOOD BLVD.
SUITE 401
HOLLYWOOD, FL 33020

May 20, 1996

Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Return to P.U.

400001832574
-05/21/96--01065--012
****122.50 ****122.50

Attention: Barbara

Re: KA-KO INTERNATIONAL CO., INC.

Dear Barbara:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Incorporation, together with my check in the amount of $122.50 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for $10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

Lawrence H. Feder

LHF: ar

Enclosures - as above

FILED
96 MAY 21 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/21/96

ARTICLES OF INCORPORATION

OF

KA-KO INTERNATIONAL Co., INC.

FILED

96 MAY 21 PM 12:59

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE 1. NAME OF CORPORATION

The name of the corporation is and shall be: ______________ KA-KO INTERNATIONAL Co., INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized are as follows:

(1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

(2) ____

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, FL 33020 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, FL 33020 and its initial registered agent at such address shall be: Lawrence H. Feder.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 and the name and address of each person who is to serve as a member thereof is as follows:

NAME	ADDRESS
Lawrence H. Feder	2450 Hollywood Blvd., Suite 401
	Hollywood, FL 33020

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock at $1.00 per value. There shall be only one class of shares.

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less that $500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

NAME OF INCORPORATOR	NUMBER OF SHARES	CONSIDERATION
Lawrence H. Feder	1000	1.00

ARTICLE VIII. INCORPORATORS

The names and address of each incorporator is as follows:

NAME OF INCORPORATOR	ADDRESS
Lawrence H. Feder	2450 Hollywood Blvd., Suite 401 Hollywood, FL 33020

ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE X. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE XI. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

ARTICLE XIV. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, and executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in wiring setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed int the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

ARTICLE XVIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 20th day of May, 1996.

Lawrence H. Feder

STATE OF FLORIDA
COUNTY OF BROWARD

Personally appeared before me, the undersigned authority, LEON M. MINTZER, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at , Hollywood in said County and State, this 20th day of May, 1996.

Angela Rincon

NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA

ANGELA RINCON
My Commission CC257120
Expires Feb. 03, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that KA-KO INTERNATIONAL Co., INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article III of the within Articles of Incorporation, at
2450 Hollywood Blvd., Suite 401
Hollywood, Florida 33020
has named: Lawrence H. Feder
located at: 2450 Hollywood Blvd., Suite 401, Hollywood, Florida 33020
as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above named 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.

REGISTERED AGENT

FILED
96 MAY 21 PM 12:59

P96000043209

LAW OFFICES OF

LAWRENCE H. FEDER

ATTORNEY AT LAW

LAWRENCE H. FEDER
MEMBER OF
FLORIDA & NEW YORK BAR

2450 HOLLYWOOD BLVD.
SUITE 401
HOLLYWOOD, FL 33020

Return to ATIF ASAP

August 23, 1996

Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

FILED
96 SEP -5 PM 12:
SECRETARY OF STATE
TALLAHASSEE, FL

300001931849
-08/26/96--01016--025
*****35.00 *****35.00

Attention: Barbara

Re: KA-KO INTERNATIONAL CO., INC.

Dear Barbara:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Amendment of the Articles of Incorporation, together with my check in the amount of $35.00 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for $10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

Lawrence H. Feder

LHF: ar

Enclosures - as above

RECEIVED
96 AUG 26 PM 12:49
DIVISION OF CORPORATION

TRP AM
9 5

ERC 8-26

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1996

ATTORNEY'S TITLE INSURANCE FUND, INC.
660 EAST JEFFERSON ST.
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: KA-KO INTERNATIONAL CO., INC.
Ref. Number: P96000043209

We have received your document for KA-KO INTERNATIONAL CO., INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return 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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 796A00040420

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KA-KO INTERNATIONAL CO., INC.

1. Article X of the Articles of Incorporation of KA-KO INTERNATIONAL CO., INC. is hereby amended to list the names of the board of directors.

a. The name of each director is as follows:

1. Lawrence Kaplan
2. John Stephen Kostick

2. Article XVIII of the Articles of Incorporation of KA-KO INTERNATIONAL CO., INC. was amended by the corporation's board of directors on August 22, 1996 to add the names of the officers. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

a. The name and address of each officer is as follows:

1. Lawrence Kaplan - President
2748 W. 79th Street
Hialeah, Florida

2. John Stephen Kostick - Secretary / Treasurer / Vice President
2748 W. 79th Street
Hialeah, Florida

3. That a shareholder approval is not required to file the foregoing Articles of Amendment of The Articles of Incorporation of Ka-Ko International Co., Inc. with the Florida Department of State - Division of Corporations.

4. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on August 22, 1996.

IN WITNESS WHEREOF, the undersigned Director of this corporation has executed these articles of amendment on August 22, 1996.

Lawrence Kaplan, Director