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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
07535000132

ACCT#:

CONTACT: KENDALL SPARKMAN

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FAX #:

(305)350-2446

NAME: KENDALL FIRST PURCHASING, INC.

AUDIT NUMBER.....H97000005788

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
KENDALL FIRST PURCHASING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is KENDALL FIRST PURCHASING, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

109-05 N. Kendall Drive, Suite 412
Miami, Florida 33176

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and to import and export goods and services.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

109-05 North Kendall Drive
Suite 412
Miami, Florida 33176

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Claude Perpignand	109-05 N. Kendall Drive Suite 412 Miami, Florida 33176

This instrument prepared by:
Sheida R. Sahandy, Esquire
Florida Bar No. 0039927
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & HILZIN
2500 First Union Financial Center (33131-2336)
P.O. Box 019109
Miami, Florida 33101-9109
Telephone: 305-374-7580

Fax Audit No. H97- 5788

ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Claude Perpignand	109-05 N. Kendall Drive Suite 412 Miami, Florida 33176

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Claude Perpignand	109-05 N. Kendall Drive Suite 412 Miami, Florida 33176

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

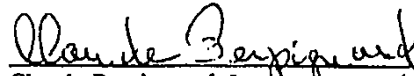
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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 7th day of April, 1997.


Claude Perpignand, Incorporator and
Registered Agent

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TALLAHASSEE, FLORIDA