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January 9, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Kendall Export, Inc./Edrich Trading, Inc.
Kendall Export, Inc.
Kendall America, Inc.

Gentlemen:

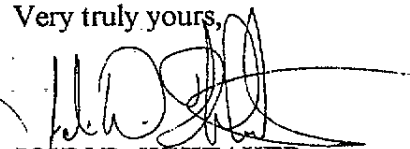
Enclosed here is the following:

1. Amendment to Articles of Incorporation of Kendall Export, Inc. changing its name to Edrich Trading, Inc. Our check in the amount of \$77.50 for the amendment and certified copy.
2. Articles of Incorporation for Kendall Export Inc. and our check in the amount of \$122.50 for filing and certified copy.
3. Articles of Incorporation of Kendall America Inc. and our check in the amount of \$122.50 for filing and certified copy.

Please return the certified copies to this office.

Thank you for your cooperation.

Very truly yours,



JOHN D. WHITAKER

JDW/jb

encls.

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 98 JAN 12 PM 3:36
 TALLAHASSEE, FLORIDA
 STATE
 DEPARTMENT OF REVENUE

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12/21-98

ARTICLES OF INCORPORATION

OF

KENDALL EXPORT INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following Articles of Incorporation.

ARTICLE I. *Name*

The name of the corporation is KENDALL EXPORT INC..

ARTICLE II. *Duration*

This corporation shall have perpetual existence.

ARTICLE III. *Purpose*

The corporation is organized for the following purposes:

- (1). To engage in the business of exporting industrial parts and supplies.
- (2). To engage in any and all lawful businesses for which corporations may be incorporated under the laws of the United States and of the State of Florida.

ARTICLE IV. *Capital Stock*

The aggregate number of shares that the corporation has authority to issue is One Hundred (100), all of which shall be common shares with par value of \$1.00.

ARTICLE V. *Preemptive Rights*

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued treasury shares.

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STATE
FLORIDA

ARTICLE VI. *Registered Office*

The street address of the initial registered office of the corporation is JOHN D. WHITAKER, and the name of the initial registered agent at that address is 9370 Sunset Drive - Suite A-255, Miami, Florida 33173.

ARTICLE VII. *Directors*

The initial board of directors of the corporation shall consist of two (2) members. The names and addresses of the first board of directors are:

Name	Address
RICHARD W. GOLD	13450 S.W. 126 Street, No. 11, Miami, Florida 33186
EDWARD J. GOLD	13450 S.W. 126 Street, No. 11, Miami, Florida 33186

ARTICLE VIII. *Incorporators*

The names and addresses of the incorporators are:

Name	Address
JOHN D. WHITAKER	9370 Sunset Drive - Suite A-255, Miami, Florida 33173

ARTICLE IX. *Corporate Existence*

In accordance with Section 607.167, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE X. *Indemnification*

The corporation shall indemnify any officer or director, or any former officer or director, the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the forgoing Articles of Incorporation on this 8th of January, 1998.

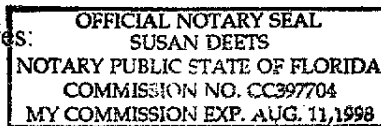

JOHN D. WHITAKER


STATE OF FLORIDA }
SS
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned officer personally appeared JOHN D. WHITAKER, to me known to be the person described as and is known as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me or have produced _____ as identification.

WITNESS my hand and official seal January 8, 1998.

My Commission Expires:





Notary Public
Printed Name: SUSAN DEETS

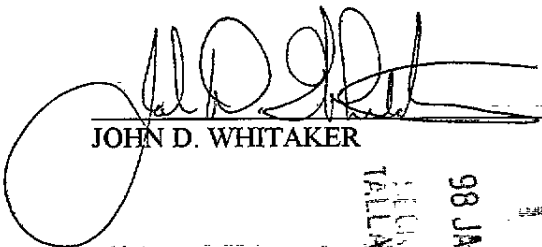
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

January 8, 1998

In compliance with Chapter 607.034 Florida Statutes, KENDALL EXPORT INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 9370 Sunset Drive - Suite A-255, Miami, Florida 33173, has named JOHN D. WHITAKER, located at 9370 Sunset Drive - Suite A-255, Miami, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept Service of Process for the corporation, KENDALL EXPORT INC., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to acting in said capacity.



JOHN D. WHITAKER

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TALMADGE COUNTY FLORIDA