

P98000018287

TRANSMITTAL LETTER

To: ~~Qualification/Tax Lien Section~~
Division of Corporations

SUBJECT: K-Cel International Corp.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:14

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Benny Yan
(Name of Person)

Same as Above
(Firm/Company)

2701 N.W. 2nd Avenue
(Address)

Miami, Fl 33126
(City/State/Zip)

w98-3677

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Benny Yan at (305) 571-1912
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

BT
2/25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1998

BENNY YAN
K-CEL INTERNATIONAL CORP.
2701 N.W. 2ND AVENUE
MIAMI, FL 33126

SUBJECT: K-CEL INTERNATIONAL CORP.
Ref. Number: W98000003677

We have received your document for K-CEL INTERNATIONAL CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Your application arrived missing the first page. Enclosed is a new, blank first page; please complete and submit it with a copy of this letter.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 298A00009413

Dear Mr. Rivers,

As per our telephone conversation I wish to incorporate K-Cel Int'l Corp. in the State of Florida. Please transfer all of the documents along with the money order to the proper department. Thank you for your time on this matter

*Benny Yan
K-Cel Int'l Corp.*

ARTICLES OF INCORPORATION OF

K-Cel International Corp.

(Name of Corporation)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:14

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be: K-Cel International Corp.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be (give *street* address and zip code): 2701 N.W. 2nd Ave. Miami, FL 33127

ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is: 3 shares

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

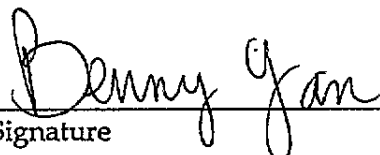
The name of the initial registered agent is Benny Yan
2701 NW 2nd Ave. Miami, FL 33127
whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Benny Yan 2701 NW 2nd Ave., Miami, FL 33126

ARTICLE 6: OFFICERS

President V. President
Benny Yan and Teddy Yan both at 2554 Jardin, Weston, FL 33327
The undersigned incorporator has executed these Articles of Incorporation this 23rd
Day of February, 1998.


Signature

Articles of Incorporation
Filing Fee — \$35.00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, 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/professional association is: _____
K-Cel International Corp.

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

Benny Yan
Full name

2701 N.W. 2nd Avenue
Address (P.O. Box *not* acceptable)

Miami, FL 33126
City, State, and Zip

FILED
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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.

Benny Yan
SIGNATURE OF REGISTERED AGENT

022398
DATE

Designation of Registered Agent
Filing Fee — \$35.00