Banco Santander Center
Suite 500
1401 Brickell Avenue
Miami, Florida 33131

Tel: (305) 377-4005...

July 01, 1998

Fax: (305) 374-0456

Florida Department of State ATTN: Amendments Section P.O. Box 6327 Tallahassee, FL 32314 400002580774--C -07/06/98--01107--004 ****122.50 ****122.50

RE: Kylor, Inc.

Dear Sir or Madam:

Enclosed for filing please find the following documents:

- 1. Articles of Dissolution of Kylor, Inc., along with the filing fee in the form of a check made payable to the Department of State in the amount of \$35.00.
- 2. Affidavit of Kylor, Inc., permitting the immediate assumption or use of the name Kylor, Inc., by another corporation.
- 3. Articles of Incorporation for Kylor, Inc., A Non-Profit Corporation along with the filing fee in the form of a check made payable to the Department of State in the amount of \$122.50. Please return a certified copy of the new Articles of Incorporation along with stamped copies of the Articles of Dissolution and Affidavit.

If you have any questions please do not hesitate to call the undersigned.

Very truly yours,

SANTIAGO DIEZ, P.A.

ву:

Shirin Faridi to expedite delivery

SD/sf Encls.

AFFIDAVIT

OF KYLOR, INC. PURSUANT TO F.S. §§ 607.1405(4) & 607.0120

STATE OF FLORIDA) SS:
COUNTY OF DADE)

Before me, the undersigned authority personally appeared, DOUGLAS SINCLAIR, who is personally known to me or who has produced a <u>drivers license</u> as identification, and who after being duly sworn under oath, states and deposes that:

- 1. He is the president and director of KYLOR, INC;
- 2. KYLOR, INC. has filed Articles of Dissolution with the Florida Department of State;
- 3. KYLOR, INC., has no intendtion of revoking its dissolution and releases its name for immediate use.
- 4. KYLOR, INC. permits the immediate assumption or use of the name KYLOR, INC., by another corporation without having to wait for the required statutory 120 days.

FURTHER AFFIANT SAYETH NAUGHT

BY: DOUGLAS/SINCLAIR, President/director

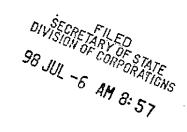
sworn to AND SUBSCRIBED BEFORE ME, this 3 day of

Notary Public, State of Florida

My Commission Expires: Sept 21,1998



NOEMI GOLCHER My Commission CC408821 Expires Sep. 21, 1998 Bonded by HAI 800-422-1555



ARTICLES OF INCORPORATION

FOR

KYLOR, INC., A NON-PROFIT CORPORATION

The undersigned, acting as incorporator of a Not For Profit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I CORPORATE NAME

The name of the corporation shall be KYLOR, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

KYLOR, INC. 1461 BANKS ROAD MARGATE, FLORIDA 33063

ARTICLE III

The purposes for which the corporation is organized are not for pecuniary profit and shall be exclusively:

- 1. Religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law; and
- 2. Charitable, benevolent, eleemosynary, educational historical, civic, patrotic, religious, social,

fraternal, literary, cultural, scientific, professional commercial, industrial and trade association purposes within the meaning of Section 617.0301, Florida Statutes.

ARTICLE IV INITIAL BOARD OF DIRECTORS AND ELECTION OF DIRECTORS

The affairs of the corporation shall be managed by its board of directors. The method of election and removal of the directors of the corporation is set forth in the bylaws. The number of directors constituting the board of directors shall be three (3), and the names and addresses of the persons who are to serve as initial directors until the 1st meeting of the corporation or until successors are elected and qualified are:

NAME	ADDRESS
Kevin Biswell	1461 Banks Road Margate, FL 33063
Douglas Sinclair	1461 Banks Road Margate, FL 33063
Billie Presnell	12025 N.W. 62 Court Coral Springs, FL 33076

ARTICLE V CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the initial registered agent is DOUGLAS SINCLAIR, 1461 Banks Road, Margate, Florida 33063.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator for these articles of incorporation is DOUGLAS SINCLAIR, 1461 Banks Road, Margate, Florida 33063.

ARTICLE VIII AMENDMENTS

These articles of incorporation may be amended in a manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation under the laws of the state of Florida this 63 day of June, 1998.

Douglas Sinclair, Incorporator

My Commission CC408821 Expires Sep. 21, 1998 Bonded by HAI 800-422-1555 STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DOUGLAS SINCLAIR, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this _____ day of June, 1998.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires: Sept 21,1998

NOEMI GOLCHER My Commission CC408821 Expires Sep. 21, 1998 Bonded by HAI 800-422-1555 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is submitted:

First, that KYLOR, INC. desiring to organize under the laws of the State of Florida, has named DOUGLAS SINCLAIR, 1461 Banks Road, Margate, Florida 33063 as its statutory registered agent.

ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DOUGLAS SINCLAIR Registered Agent

DATED: this 1998.