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VADEN & EVANS, L.L.C.

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Lori Ann Y. Fujioka, Esq.
of Counsel

January 10, 2000

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200003079032--1
-12/23/99-01036-005

\$87.50 \$87.50

RE: KHARY UNLIMITED, INC. - Articles of Incorporation

Dear Clerk:

Enclosed, please find an original and two (2) copy of the above referenced document. We would ask that you file the same immediately. We have previously submitted a filing fee in the amount of \$87.50 for the following:

Filing fee (profit corporation)	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy fee (2 certified copies requested)	\$17.50 (\$8.75 each)

Total: \$87.50

If you have any questions please contact me immediately.

Sincerely,
VADEN & EVANS, L.L.C.

EAC
Elisha A. Chase, Esq.

FILED
00 JAN 14 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,2544)2,550
W/00-023



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2000

ELISHA A. CHASE, ESQ.
VADEN & EVANS, L.L.C.
3333 QUEBEC ST. SUITE 9000
DENVER, CO 80207

SUBJECT: KHARY, INC.
Ref. Number: W00000000023

We have received your document for KHARY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 400A00000031

ARTICLES OF INCORPORATION
OF
KHARY UNLIMITED, INC.

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00 JAN 14 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is a natural person eighteen years or older, acting as the incorporator of a corporation to be incorporated under the laws of the State of Florida, hereby accepts all of the rights, privileges, benefits and obligations conferred and imposed by the laws of the State of Florida and adopts these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the Corporation is **KHARY UNLIMITED, INC.**

ARTICLE II
DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, of the State of Florida

ARTICLE III
CAPITAL/SHAREHOLDERS

- 3.1 Authorized Capital. The Corporation shall have authority to issue 1,000,000 shares of common stock with a par value of \$.01
- 3.2 Voting of Shares. Each shareholder of record entitled to vote shall have one vote for each share of stock standing in his/her name on the books of the corporation, except that in the election of directors, s/he shall have the right to vote such number of shares for as many persons as there are directors to be elected.
- 3.3 Quorum; Manner of Acting. At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the laws of Florida.

ARTICLE IV INITIAL CAPITAL

The amount of the capital with which the corporation shall begin business is no less than **Five Hundred (\$500.00) Dollars.**

ARTICLE V OFFICES

The street address of the initial principal office of the Corporation is 3645 Jericho Drive, Castleberry, FL 32707.

The street address of the initial registered office and name of the initial registered agent is: **Trevor Pryce, Sr., 3645 Jericho Drive, Castleberry, FL 32707.** The written consent of the initial registered agent to the appointed as such is stated below.

ARTICLE VI INCORPORATOR

The name and address of the incorporator is Elisha A. Chase, 3333 Quebec Street, Suite 9000 Denver, CO 80207.

ARTICLE VII PURPOSES

The purposes for which the Corporation is organized and its powers are as follows:

To engage in all lawful business; and

To have, enjoy, and exercise all of the rights, powers, and privileges conferred upon corporations incorporated pursuant to Florida law, whether now or hereafter in effect, and whether or not herein specifically mentioned.

ARTICLE VIII BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) director until the first annual meeting of the board of directors is held. The number of Directors may be changed from time to time by action in accordance with the provisions of the Khary, Inc. By-Laws.

The names and addresses of the initial director is:

**Trevor Pryce, II.
20293 E. Lake Circle
Aurora, CO 80016**

The directors shall be elected at each annual meeting of shareholders, provided that vacancies may be filled by election by the remaining directors, though less than a quorum or by the shareholders at a special meeting called for that purpose. Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualifies.

ARTICLE IX CUMULATIVE VOTING

Cumulative voting shall not be permitted in the election of directors.

ARTICLE X LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Title XXXVI section 607.0831 of the Florida Business Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Florida Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

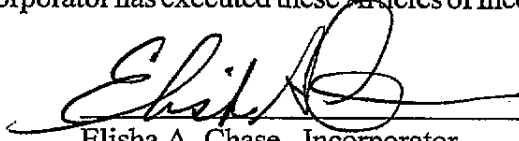
ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

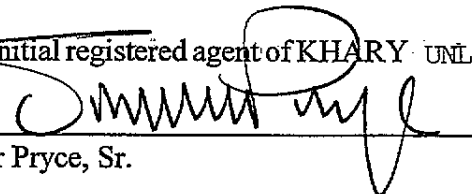
**ARTICLE XII
AMENDMENT**

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to these reservations.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of December 1999.


Elisha A. Chase, Incorporator

The undersigned consents to the appointment as the initial registered agent of KHARY UNLIMITED, Inc.

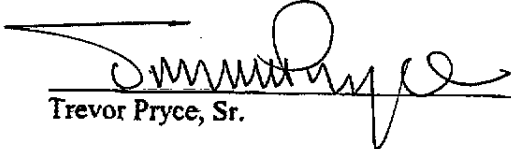

Trevor Pryce, Sr.

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

Pursuant to the provisions of the Florida Business Corporation Act, the following is submitted: Khary Unlimited, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Orlando, State of Florida, has named: Trevor Pryce, Sr., whose address is: 3645 Jericho Drive, Castleberry, FL 32707, as registered agent to accept service of process within Florida.

Having been named as Registered Agent to accept service of process for Khary Unlimited, Inc., 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.

Dated this 22 day of DECEMBER, 1999


Trevor Pryce, Sr.

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TALLAHASSEE, FLORIDA