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JERRARD B. CUTRONE  
OF COUNSEL

January 28, 2000

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-01/31/00--01031--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: KAYA ACQUISITION, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-named corporation together with a copy, and our check No.: 26988 in the amount of \$78.75 which represents your fee for a profit corporation.

Thank you for your cooperation in this matter. I await receipt of your certificate as soon as possible.

Sincerely,

BENNETT D. FULTZ  
BDF/drj

Encl.: as stated

FILED  
00 JAN 31 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION  
OF  
KAYA ACQUISITION, INC.

FILED  
00 JAN 31 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of KAYA ACQUISITION, INC., does hereby form a corporation under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is KAYA ACQUISITION, INC.

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III-CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) shares, a \$1.00 per share. All such shares are of one class and are common stock.

ARTICLE IV-TERMS OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE V-ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is PO Box 160685, Miami, Florida 33116. The registered agent of the corporation will be EDOUARD RENE JOSEPH, and for the purposes of receiving

service of process—the registered office of this corporation is  
13311-A S.W. 88th Terrace, Miami, Florida 33186.

**ARTICLE VI-INITIAL DIRECTORS**

This corporation shall have two directors initially. (ALL BEING NATURAL PERSON OVER 18 YEARS OLD). The number of directors may be increased or diminished from time to time as provided by by-laws adopted by the stockholders.

**ARTICLE VII-INITIAL DIRECTORS**

The names and post office addresses of the members of the first board of directors are:

| <u>NAME AND ADDRESSES</u>  | <u>POSITION</u>              |
|--|------------------------------|
| Edouard Rene Joseph<br>PO Box 160685<br>Miami, Florida 33116             | President/Treasurer          |
| Pierre Edouard Stephane Sajous<br>P O Box 160685<br>Miami, Florida 33116 | Vice-President/<br>Secretary |

**ARTICLE VIII-SUBSCRIBER**


The name and address of the subscriber of these Articles of Incorporation, the number of shares of stock is agree to take and the value of the consideration thereof:

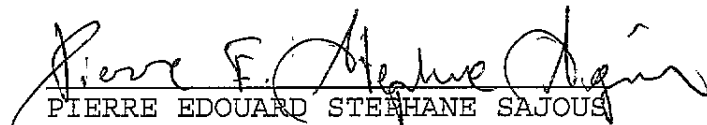
| <u>NAME AND ADDRESS:</u>  | <u>SHARES</u> | <u>CONSIDERATION</u> |
|---|---------------|----------------------|
| Edouard Rene Joseph<br>PO Box 160685<br>Miami, Florida 33116            | 50            | \$50.00              |
| Pierre Edouard Stephane Sajous<br>PO Box 160685<br>Miami, Florida 33116 | 50            | \$50.00              |

**ARTICLE IX-AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors; proposed by it to the stockholders, and approved by the board of directors, at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders signed a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named for the purposes of forming a corporation to do business in the State of Florida, do make and file these Articles of Incorporation hereby declaring and certifying the facts and things contained therein are true and agree to take the number of shares hereinabove set forth, hereunto set their hands and seal this 27<sup>th</sup> day of January 2000.

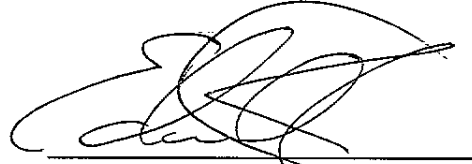
  
EDOUARD RENE JOSEPH  
President/Treasurer

  
PIERRE EDOUARD STEPHANE SAJOUS  
Vice-President/Secretary

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLE OF INCORPORATION

FILED  
00 JAN 31 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, EDOUARD RENE JOSEPH, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

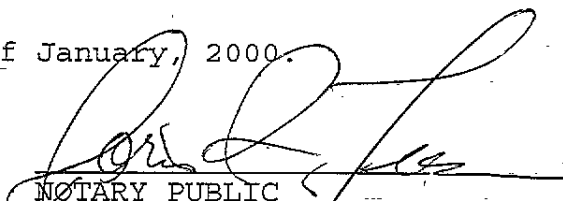


EDOUARD RENE JOSEPH

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared EDOUARD RENE JOSEPH, who presented his Florida Driver License No.: J210-216-70-110-0; and, PIERRE EDOUARD STEPHANE SAJOUS, his Resident Alien Card, No.: A42 311 466, as their identifications and to me known to be the persons described in and who executed the foregoing instrument and acknowledgment before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid on this 27<sup>th</sup> day of January, 2000.



NOTARY PUBLIC  
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL  
DORIS R JEAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC651274  
COMMISSION EXP. JUNE 13, 2001