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Law Offices
Bennett Drew Fultz
Professional Association

BENNET DREW FULTZ
IMMIGRATION & NATURALIZATION
PERSONAL INJURY & WRONGFUL DEATH

JERRARD B. CUTRONE
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January 28, 2000

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*****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

BENNETT D. FULTZ
BDF/drj

Encl.: as stated

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

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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 PO Box 160685 Miami, Florida 33116	President/Treasurer
Pierre Edouard Stephane Sajous P O Box 160685 Miami, Florida 33116	Vice-President/ 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:

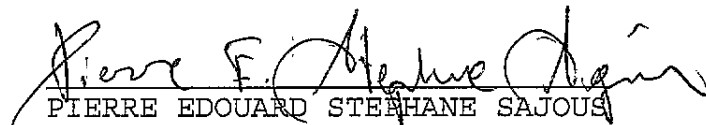
<u>NAME AND ADDRESS:</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Edouard Rene Joseph PO Box 160685 Miami, Florida 33116	50	\$50.00
Pierre Edouard Stephane Sajous PO Box 160685 Miami, Florida 33116	50	\$50.00

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 27th day of January 2000.

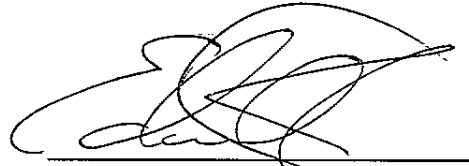

EDOUARD RENE JOSEPH
President/Treasurer


PIERRE EDOUARD STEPHANE SAJOUS
Vice-President/Secretary

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

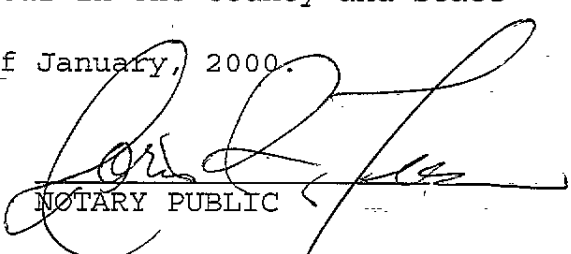
I, EDOUARD RENE JOSEPH, hereby am familiar with and accept
the duties and responsibilities as registered agent for said
corporation.


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 27th 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