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LAW OFFICES

PAUL B. WOODS

83 BAYBRIDGE PARK, SUITE C
GULF BREEZE, FLORIDA 32561

PAUL B. WOODS, J.D., L.L.M.

TELEPHONE (850) 916-1444
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5/25/00

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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-05/30/00--01136--024
****122.50 ****78.75

Re: Kara Adam Enterprises, Inc..

Dear Sirs:

Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation.
2. Original and one (1) copy of Certificate Designating Place of Business and Resident Agent for Service of Process.
3. My check in the amount of \$122.50 Dept. of State to cover the filing fee, registered agent fee and copy of stamped Articles of Incorporation.

Please process this corporation at you earliest convenience and mail to the undersigned a stamped copy of said Articles of Incorporation.

Enclosed also please find a self-addressed and stamped envelope for your convenience in returning same to me.

Thank you for your attention hereto.

Very truly yours,

LAW OFFICE OF PAUL B. WOODS

By: 
Paul B. Woods

PBW/sw
enclosures as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 AM 11:07

gfw/7/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 30 AM 11:07

**ARTICLES OF INCORPORATION
OF
KARA ADAM ENTERPRISES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be **KARA ADAM ENTERPRISES, INC.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, with the initial issue being:

300 shares for JACK SASSON

300 shares for LENORA R. FIELDSON

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 6570 Longview, Navarre, FL 32566 and the name of the initial Registered Agent for the corporation at that address is Lenora R. Fieldson, 6570 Longview, Navarre, FL 32566.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors and officers shall consist of:

Director/PRESIDENT: JACK SASSON

Director/ SECRETARY & TREASURER: LENORA R. FIELDSON

ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Lenora R. Fieldson, 6570 Longview, Navarre, FL 32566.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
____ day of May, 2000.

Incorporator:

Lenora R. Fieldson
Lenora R. Fieldson

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was executed and acknowledged before me this 19th day
of May, 2000, by Lenora R. Fieldson, who is known by me or provided
Personally Known as identification and did take an oath.

My Commission Expires:

NANCY L. NUNNALLY
Notary Public-State of Florida
My Comm. Exp. Mar 23, 2003
CC 802031

Nancy L. Nunnally
Notary Public, State of Florida
Printed, typed, or stamped name

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 30 AM 11:07

The following is submitted in compliance with the laws of the State of Florida. **KARA ADAM ENTERPRISES, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 6570 Longview, Navarre, FL 32566, has named Lenora R. Fieldson whose address is 6570 Longview, Navarre, FL 32566, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Lenora R. Fieldson
Lenora R. Fieldson

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, this day personally appeared Lenora R. Fieldson, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.
I.D. Personally Known

WITNESS my hand and official seal this 19 day of May, 2000.

(SEAL)
NANCY L. NUNNALLY
Notary Public-State of Florida
My Comm. Exp. Mar 23, 2003
CC 802031

Nancy L. Nunnally
Notary Public
State of Florida
My Commission Expires:
