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TRANSMITTAL LETTER

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

600003446036--4
-10/31/00--01061--005
*****78.75 *****78.75

SUBJECT: THE KALEM GROUP INCORPORATED

I enclose an original and ONE copy of the Articles of
Incorporation for the above corporation and a check in the
amount of \$78.75.

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy (optional)	\$ 8.75
TOTAL	\$ 78.75

SIGNED: _____

From:

ASHER ANSEL KALEM
Name

934 North University Drive, #402
Address

<u>Coral Springs</u>	<u>Florida</u>	<u>33071</u>
City	State	Zip

954-298-2808
Telephone Number

FILED
00 OCT 31 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JK/11

ARTICLES OF INCORPORATION
OF
THE KALEM GROUP INCORPORATED

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: THE KALEM GROUP INCORPORATED

ARTICLE II PRINCIPAL OFFICE

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

THE KALEM GROUP INCORPORATED
934 North University Drive
#402
Coral Springs, Florida 33071

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
90,000,000 (Ninety Million Shares).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ASHER ANSEL KALEM
934 North University Drive
#402
Coral Springs, Florida 33071

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ASHER ANSEL KALEM
934 North University Drive
#402
Coral Springs, Florida 33071

The undersigned has executed these Articles of Incorporation this **25th** day of **October** **2000**.



ASHER ANSEL KALEM, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

THE KALEM GROUP INCORPORATED

2. The name and address of the registered agent and office is:

ASHER ANSEL KALEM
934 North University Drive
#402
Coral Springs, Florida 33071

Signature: _____

Title: **Incorporator**

Date: **October 25, 2000**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature: _____

Date: **October 25, 2000**