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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

FLORIDA PROFIT CORPORATION OR P.A.

JON & KAT, INC.,

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF

JON & KAT, INC.

under Section 607 of the Business Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 607 of the Business Corporation Law of the State of Florida, does hereby certify and set forth:

[1] The name of the Corporation is:

JON & KAT, INC.

[2] The purpose or purposes for which the Corporation is formed are as follows, to wit:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To create, manufacture, contract for, buy, sell, import export, distribute, job, market, advertise and generally deal in trade in and with, whether at wholesale or retail, and as principal agent, broker, factor, commission merchant, franchisor or franchisee licensor, licensee, or otherwise; any and all kinds of goods, ware and merchandise; and in connection therewith or independent thereof to construct, establish and maintain, by any manner or means factories and mills, buying offices, distribution centers, franchises specialty and other shops, stores, mail-order establishments concessions, leased departments and any and all other departments sites, and locations necessary, convenient or useful in the furtherance of any businesses of the corporation.

To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale or retail, merchandise of every kind and nature for exportation from or importation into the United States, and to and from all countries foreign thereto, and to engage in the purchase and sale of merchandise necessary to the functioning of a foreign and domestic exporting or importing business.

To take, lease, purchase or otherwise acquire, and to own use, hold, sell, convey, exchange, lease, mortgage, clear, develop redevelop, manage, operate, maintain, control, license the use of

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publicize, advertise, promote and generally deal in and with, whether as principal, agent, broker or otherwise, real and personal property of all kinds, and, without limiting the generality of the foregoing, stores, markets, supermarkets, departments, and centers, merchandising outlets of all kinds, parking areas, offices and establishments of all kinds, and to engage in the purchase, sale, lease and rental of equipment and fixtures for the same and for other enterprises, for itself or on behalf of others.

To carry on a general mercantile, industrial, investing and trading, consumer and marketing resource business, in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease, as lessor or lessee, distribute, job enter into, negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of and generally deal in and with, at wholesale and retail, as principal, and as sales business, special, or general agent, representative, broker, factor merchant, distributor, jobber, advisor or in any lawful capacity goods, wares, merchandise, commodities, and unimproved, improved finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by products thereof: to acquire by purchase or otherwise own, hold lease, mortgage, sell or otherwise dispose of, erect, construct, make alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops store houses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto and all acts proper or necessary for the purpose of the business.

Directly, or through ownership of stock in any corporation to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage operate, and control all kinds of buildings, houses, hotels apartments, motels, stores, offices, warehouses, mills, shops factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property

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deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the Corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing, building, altering, improving and repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owners and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares and bonds, debentures, notes, scrip, securities, evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bond or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive collect and dispose of the interest, dividends and income on or from such property and to possess an exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire equip, hold, own, improve, develop, manage, maintain, control operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privilege granted or permitted to a corporation by such statute.

[3] The duration of the Corporation shall be perpetual.

[4] The aggregate number of shares which the Corporation shall have the authority to issue is two hundred [200] shares, each of which

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is to have no par value.

[5] The principal office, mailing address, registered office and the registered agent of the Corporation within the State of Florida shall be located at:

10081 Canoe Brook Circle
Boca Raton, Florida 33498
John Noviello, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signed: _____

John Noviello
John Noviello, Agent

[6] The Board of Directors of the Corporation, and their addresses, are stated as follows:

John Noviello 10081 Canoe Brook Circle, Boca Raton, Florida 33498

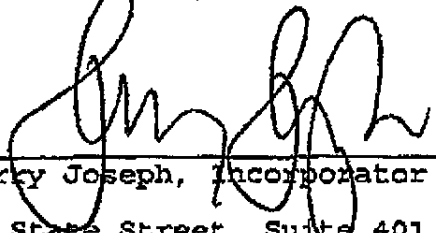
[7] The Corporation, to the fullest extent permitted by Section 607 of the Business Corporation Law of the State of Florida, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Section. The indemnification provided for herein shall not be deemed exclusive of any other right to which those indemnified may be entitled under any by-law agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

[8] The personal liability of any Director of the Corporation to the Corporation itself, or to its Shareholders, for damages for a breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his act or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 607 of the Business Corporation Law.

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IN WITNESS WHEREOF, I have signed this Certificate on this
21st day of November, 2000, and affirm the statements contained herein
as true, under penalties of perjury.



Jerky Joseph, Incorporator
41 State Street, Suite 401
Albany, New York 12207