

P010000022279



ACCOUNT NO. : 072100000032

REFERENCE : 061703 4803460

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 2001

ORDER TIME : 11:05 AM

ORDER NO. : 061703-005

CUSTOMER NO: 4803460

CUSTOMER: Ms. Sue M. Heath
Lowenstein Sandler Pc

65 Livingston Avenue

Roseland, NJ 07068-1791

600003791546--3

DOMESTIC FILING

NAME: ~~K. C. (USA) CORPORATION~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
2001 MAR - 1 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W01-4773
10/2/01
DIVISION OF CORPORATION

01 MAR - 1 PM 12:56

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED

2001 MAR -1 AM 10:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 1, 2001

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: K.C. CORPORATION
Ref. Number: W01000004773

We have received your document for K.C. CORPORATION . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 301A00012850

RESUBMIT
Please give original
submission date as file date

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -2 AM 9:04
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**ARTICLES OF INCORPORATION
OF
K. C. (USA) CORPORATION**

FILED

2001 MAR -1 AM 10:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being an individual, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby act as incorporator in adopting the following Articles of Incorporation and certifies as follows:

FIRST: The name of the corporation is K. C. (USA) Corporation. The address of the principal office of the corporation is Unit 7-9, 22/F, Lucida Industrial Building, 43-47 Wang Lung St., Tsuen Wan, N.T., Hong Kong.

SECOND: The purpose for which the corporation is organized is to engage in any lawful act or activity in which corporations may engage under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

THIRD: The corporation is authorized to issue 100 shares of common stock, having \$0.01 par value.

FOURTH: The address of the registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The corporation's registered agent at that address is Corporation Service Company. The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The incorporator of the corporation is Michael N. Gooen, whose mailing address is c/o Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, NJ 07068.

SIXTH: Unless and except to the extent that the By-Laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the corporation is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to alter or repeal any By-Law, whether adopted by them or otherwise.

EIGHTH: A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the law of the State of Florida, as the same exists or may be amended hereafter. Any amendment, modification, or repeal of the foregoing sentence shall not affect adversely any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

NINTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of the State of Florida may be added or inserted, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred by these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in these Articles.

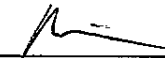
TENTH: The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation. The names and mailing addresses of the persons who are to serve as the initial directors of the corporation until the first annual meeting of shareholders or until their successors are elected and qualified in accordance with the By-Laws of the corporation are:

Wai Man (Carlos) Lee
Unit 7-9, 22/F
Lucida Industrial Building
43-47 Wang Lung St.
Tsuen Wan, N.T.
Hong Kong

Yan Suen (Violet) Leung
Unit 7-9, 22/F
Lucida Industrial Building
43-47 Wang Lung St.
Tsuen Wan, N.T.
Hong Kong

ELEVENTH: The duration of the corporation shall be perpetual.

The undersigned incorporator acknowledges that the foregoing Articles of Incorporation are his act and deed on February 28, 2001.



Michael N. Gooen, Incorporator

Having been appointed as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Date: 3-1-, 2001

Name: 

BRIAN COURTNEY, ASST. VP

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 MAR - 1 AM 10:42

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