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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFTT CORPORATION OR P.A.

KLW USA, INC.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
KLW USA, INC.

Article II. Address

The Corporation's mailing address is:
KLW USA, INC.
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Leonard L. Rosenberg, Esquire
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Cecilia Liou

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Leonard L. Rosenberg, Esquire | FL Bar Member
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126
305-267-9200
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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Leonard L. Rosenberg, Esquire
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 14, 2001.

The undersigned incorporator executed these Articles of Incorporation on November 14, 2001.



LEONARD L. ROSENBERG, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Leonard L. Rosenberg, Esquire | FL Bar Member
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126
305-267-9200
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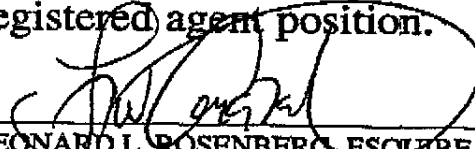
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
KLW USA, INC.

REGISTERED AGENT/OFFICE:
Leonard L. Rosenberg, Esquire
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


LEONARD L. ROSENBERG, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: November 14, 2001

Leonard L. Rosenberg, Esquire | FL Bar Member
Sandler, Travis & Rosenberg, P.A.
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