

**Electronic Articles of Incorporation
For**

**P02000008998
FILED
January 25, 2002
Sec. Of State**

KC AMERICA (USA), INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

KC AMERICA (USA), INC.

Article II

The principal place of business address:

950 NORTH COLLIER BLVD.
SUITE 411
MARCO ISLAND, FL. 34145

The mailing address of the corporation is:

950 NORTH COLLIER BLVD.
SUITE 411
MARCO ISLAND, FL. 34145

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100000

Article V

The name and Florida street address of the registered agent is:

PATRICK H NEALE
950 NORTH COLLIER BLVD.
SUITE 411
MARCO ISLAND, FL. US 34145

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: PATRICK H. NEALE

Article VI

The name and address of the incorporator is:

PATRICK H. NEALE
950 NORTH COLLIER BLVD.
SUITE 411
MARCO ISLAND, FL 34145

Incorporator Signature: PATRICK H. NEALE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
JERRY BOHINC
7659 CAIRN LANE
GATES MILLS, OH. 44040

Title: D
PATRICK H NEALE
950 NORTH COLLIER BLVD., SUITE 411
MARCO ISLAND, FL. 34145

Article VIII

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

Article IX

The corporation elects to have preemptive rights.

Article X

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

Article XI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Article XII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

Article XIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows: