Division of Corporations

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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

Karavan Silverline Corp.

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ARTICLES OF INCORPORATION

OF

Karavan Silverline Corp.

The undersigned, has executed the following documents as Incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determine in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be Karavan Silverline Corp.,

ARTICLE II

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The Corporation shall also be authorized to engaged in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Corporation may:

1. Transact any and all lawful business;

2. Said Corporation shall furthermore have the following additional powers:

TO have perpetual succession by its corporate name;

TO suc and be sued, complain, and defend in its Corporate name in all actions or proceedings;

TO have a Corporate seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Corporations, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

TO lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Corporations, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

TO have and exercise all powers necessary to affect its purposes;

TO indemnify any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Corporation to the full extent as permitted by Florida Law;

ARTICLE IV

The aggregate number of shares, which the Corporation shall have the authority to issue, is five hundred thousand (500 000) shares of which 350 000 will be of Common Stock (Class "A") having a par value of $1.00 per share, 150 000 will be of Preferred Stock (Class "B") having a par value of $1.00 per share All such shares shall be of a single class and of equal right and power.

The rights, privileges, restrictions and conditions attaching to the said Class « A » common shares, Class « B » preferred shares are as follow :

a. The holders of the Class « A » common shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only shareholders of a specified class of shares, other than the Class "A" common shares, are entitled to vote, and they shall be entitled to notice of all meetings of shareholder of the corporation.

b. Except as otherwise specifically provided in the Florida Business Corporation Act, the Class "B" preferred shares shall not carry any right to vote nor shall the holders thereof be entitled to notice of or to attend shareholders meetings.

c. The Class "A" common shares and Class "B" preferred shares shall, be entitled at all times and for time to time, in the sole, absolute and unfettered discretion of the directors, to an unfixed non-cumulative dividend in any amount. Each Class "A" common share and Class "B" preferred share shall rank *pari passu* with respect to any such dividend.

d. The Class "A" common shares and the Class "B" preferred shares shall rank *pari passu* in every other respect, and the holders of such Class "A" common shares and Class "B" preferred shares, shall be entitled to receive the remaining property of the corporation upon a dissolution.

e. In the event that only part of the amount of the consideration received by the corporation for any share issued by the corporation is added to the stated capital account for the Class or Series of shares of which such share forms part, such share shall be deemed to have been issued for the full amount of the consideration received therefore for all purposes other than stated capital but including dividends, redemptions, purchases, liquidation and dissolution.

If shares of the corporation are issued in payment of a dividend, the declared amount of the dividend stated as an amount of money shall be added to the stated capital account maintained for the shares of the class or series issued in payment of the dividend.

f. No shareholder shall be entitled to sell, transfer or otherwise dispose of any share or shares in the capital stock of the corporation, or any securities thereof, without either:

i) the previous express sanction of the holders of the majority of the Class "A" common shares, in the capital stock of the corporation at that time and expressed by a resolution passed at a meeting of the Class "A" shareholders or by an instrument in writing signed by the holders of a majority of the Class "A" common shares in the capital stock of the corporation at that time;

or

ii) the previous express lawful sanction of the board of directors of the corporation at a duly constituted meeting of the board, or in lieu thereof the previous express sanction of the directors of the corporation as evidenced by the lawful adoption of a resolution to that effect.

ARTICLE V

The Initial Board of Directors shall consist of a total of 2 persons whose names and addresses are as follows:

Name: Scott Boyd, *President*

Address: 100 Karavan Drive, Fox Lake WI 53933

Name: John Carniel, *Secretary Treasurer*

ARTICLE VI

The Officers of the Corporation shall be the following individuals with their respective positions:

President:

Name: Scott Boyd

Secretary-Treasurer

John Carniel

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ARTICLE VII

The address of the principle office of this Corporation is: 746 North 19th Avenue, Hollywood FL 33020 and the mailing address for the said Corporation shall be the same.

ARTICLE VIII

The name and street address of the incorporator of this Corporation is as follows:

Name: John Carniel, *Secretary Treasurer*

Address: 746 North 19th Avenue, Hollywood FL 33020

ARTICLE IX

Nothing in these Articles of Incorporation shall be taken to limit the power of this Corporation.

ARTICLE X

The effective date of this Corporation shall be the filing date of these Articles of Incorporation in accordance with the Florida Statute governing Corporations.

IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation on this 6th day of May 2002;

John Carniel

Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with the Florida Business Corporation Act:

Karavan Silverline Corp. is a Corporation organized under the laws of the State of Florida, with its registered office located at: 1001 North Federal Highway, Suite 202, City of Hallandale, County of Broward, Florida 33009, and has named Mr. Réjean Leduc as agent to accept service of process within this State at the office specified in his acceptance below.

Réjean Leduc

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TALLAHASSEE, FLORIDA

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ACCEPTANCE:

I hereby agree, as Registered Agent of Karavan Silverline Corp. to accept Service of Process at my office located at: 1001 North Federal Highway, Suite 202, City of Hallandale, County of Broward, Florida 33009, opened during the hours prescribed by Florida Statutes;

I furthermore agree to post my name, and any other officers of said Corporation authorized to accept service or process, at the Florida designated address, in some conspicuous place in said office as required by law.

Réjean Leduc

Registered Agent

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