

P02000083182

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/31/02--01048--007
*****78.75 *****78.75

SUBJECT: KATEMI GROUP, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HIMANSHU M. PATEL, ESQ.
Name (Printed or typed)

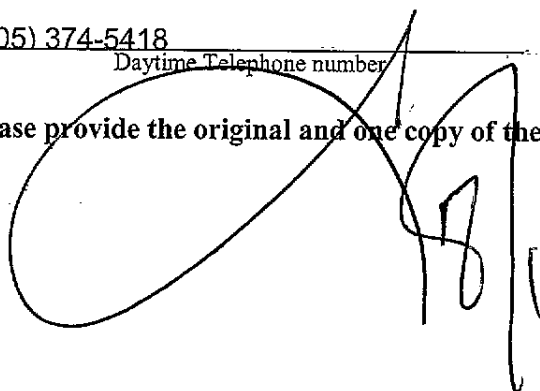
100 S.E. 2ND STREET, SUITE 2700
Address

MIAMI, FLORIDA 33131
City, State & Zip

(305) 374-5418
Daytime Telephone number

02 JUL 31 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.



ARTICLES OF INCORPORATION

FOR

KATEMI GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
02 JUL 31 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be: KATEMI GROUP, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The corporation is a for-profit corporation and is organized for the specific purpose of operating a Mail Boxes, Etc. business and to engage in any lawful business activity directly related in furtherance of the above.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one-hundred (100) shares.

ARTICLE V

Section 1. Rights Upon Liquidation or Dissolution. The assets of this corporation shall be payable to and distributed ratably among holders of record of the Common shares.

Section 2. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of record of the Common Shares.

ARTICLE VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be one without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The principal place of business and mailing address of this corporation shall be: 6345 Collins Avenue, Apt. #603, Miami Beach, Florida 33141.

ARTICLE VIII

The name and Florida street address of the initial registered agent are: Zarco Einhorn & Salkowski, P.A., Attn: Robert M. Einhorn, Esq., 100 S.E. 2nd Street, Suite 2700, Miami, Florida 33131.

ARTICLE IX

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Edwin Alisetti, 6345 Collins Avenue, Apt. #603, Miami Beach, Florida 33141.

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation are: Edwin Alisetti, 6345 Collins Avenue, Apt. #603, Miami Beach, Florida 33141.

ARTICLE XI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

The approval of the shareholders of this corporation to a plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

This corporation reserves the right to amend or repeal any provision contained in these

articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IT WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of July 2002.

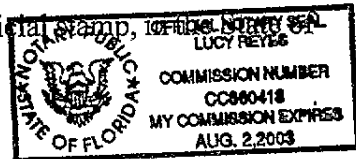


EDWIN ALISETTI

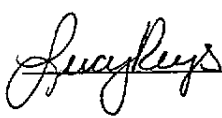
STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, the undersigned the authority personally appeared, EDWIN ALISETTI, who is personally known to me or who represented a Florida driver's license as identification and who did take an oath and is known to me to be the person who executed the foregoing Articles of Incorporation.

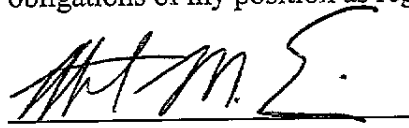
In witness whereof, I have hereunto set my hand and fixed my official stamp, Tallahassee, Florida and County of Dade.



Dated: 7/26/02

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


ROBERT M. EINHORN

7/26/02
DATE

02 JUL 31 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED