

PO2000093685

STEVEN L. ROBBINS, P.A.

Attorneys & Counselors at Law

11911 U. S. HIGHWAY ONE, SUITE 309
NORTH PALM BEACH, FLORIDA 33408

Business, Real Estate,
Personal Injury, and
Construction Litigation

Direct Mail to:
P. O. Drawer 33118
Palm Beach Gardens, FL 33420-3118

Of Counsel:
Thomas L. Spall, Esquire
Criminal Law, Family Law

Ph. (561) 472-0337

EMAIL: esquire@evcom.net

Fax (561) 691-0378

August 23, 2002

Secretary State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100007369251--8
-08/27/02--01038--006
*****70.00 *****70.00

Re: Incorporation of TK DISTRIBUTING GROUP, INC.

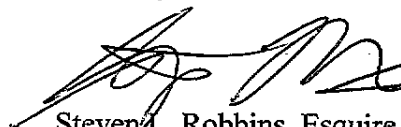
Dear Sir / Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me in the SASE enclosed for this purpose.

Also enclosed is a check payable to the Secretary of State for \$70.00, covering the fees and charges for the incorporation.

If the corporate name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


Steven L. Robbins, Esquire,
For the Firm

FILED
02 AUG 27 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

yu 8/29

**ARTICLES OF INCORPORATION
OF
TK DISTRIBUTING GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **TK DISTRIBUTING GROUP, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue **10,000,000 shares common capital stock**, each with a par value of \$0.0001. By majority vote of the board of directors, the corporation shall have the right to cancel any issued shares for which the full consideration is not timely received as and when due.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the corporation until the first annual meeting of the shareholders are as follows:

Mr. Thanos Kavas, Sr.
c/o Steven L. Robbins, P. A.
11911 U. S. Highway One, Ste. 309
North Palm Beach, Florida 33408

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE 1. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

Initial Corporate Office:
11911 U. S. Highway One, Ste. 309
North Palm Beach, Florida 33408

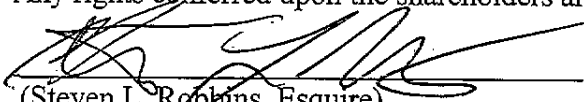
Registered Agent & Office:
Steven L. Robbins, Esquire
11911 U. S. Highway One, Ste. 309
North Palm Beach, Florida 33408

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, 11911 U. S. Highway One, Ste. 309, North Palm Beach, Florida 33408.

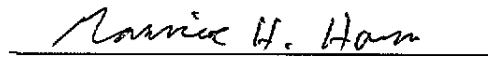
ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.


(Steven L. Robbins, Esquire)

State Of FLORIDA
County Of Palm Beach

On August 1, 2002, Steven L. Robbins, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.


Notary Public, STATE OF FLORIDA

 Maurice Harris
My Commission DD080378
Expires December 25, 2005

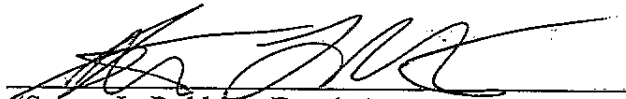
(SEAL)

MAURICE H HARRIS
(Notary Public - Printed Or Typed Name)

Commission Expiration Date: 12/25/2005

Commission Number: 00080376

I hereby accept my designation as resident agent and agree to serve as the resident agent of **TK DISTRIBUTING GROUP, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.


(Steven L. Robbins, Esquire)

State Of FLORIDA
County Of Palm Beach

On August 1, 2002, Steven L. Robbins, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.

Maurice H. Harris
Notary Public, STATE OF FLORIDA

MAURICE H. HARRIS
(Notary Public - Printed Or Typed Name)

Commission Expiration Date: 12/25/2005

Commission Number: 00080376



Maurice Harris
My Commission DD080376
Expires December 25, 2005

FILED
02 AUG 27 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA