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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

k.e.d. capital, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
K.E.D. CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is K.E.D. CAPITAL, INC. The principal address of the corporation is 2000 Towerside Terrace, #1010, Miami, Florida 33138.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Fourth, Floor, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished 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 and of the corporation is:

Kathy De Angelis

2000 Towerside Terrace, #1010
Miami, Florida 33138

The officers of the corporation are as follows:

Kathy De Angelis

President, Vice-President,
Secretary, Treasurer

ARTICLE VII

The name and address of the person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami, Florida 33130.

ARTICLE VIII

The power to adopt, alter, named or repeal By-Laws shall be vested in the Florida General

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Corporation Act.

ARTICLE IX

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

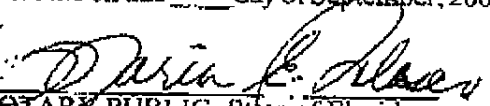
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of September, 2002.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.


KEITH D. DIAMOND
Subscriber and Registered Agent

STATE OF FLORIDA)
: ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 26 day of September, 2002, by Keith D. Diamond, who is personally known to me.


NOTARY PUBLIC, State of Florida
At Large

Print Name: MARIA E. NOLASCO

My Commission Expires:

Prepared by: Keith D. Diamond, Esq.
File No 708516
46 S W First Street
Suite 400
Miami, Florida 33130
(305) 354 0034



Maria E. Nolasco
MY COMMISSION # DD022354 EXPIRES
May 1, 2005
BONDED THROUGH TROY KAIN INSURANCE, INC.

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