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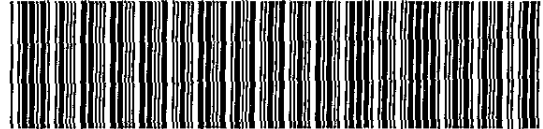
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7/9/03

**TRANSMITTAL LETTER**

**FILED**

2003 JUN 30 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**SUBJECT: KOKOKABA, INC.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check in the amount of \$87.50, representing the filing fee, Certified Copy and Certificate of Status fees.

**FROM:** M. Roger Chang  
12477 Mariah Ann Court South  
Jacksonville, FL 32225  
(904) 502-0526

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2003 JUN 30 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

OF

**KOKOKABA, INC.**

The undersigned, for the purpose of forming a profit corporation under and in compliance with the Florida Corporation Act, Florida Statutes Chapters 607 and/or 621(Profit), as revised, do hereby make and adopt the following Articles of Incorporation.

### ARTICLE I.

#### Name and Principal Address

The name and principal address of the corporation shall be KOKOKABA, INC., 1626 Camden Avenue, Jacksonville, 32207.

### ARTICLE II.

#### Duration

The corporation shall have a perpetual existence.

### ARTICLE III.

#### Purpose

The corporation is organized, and shall be operated exclusively to do all things which are authorized to be done by corporations under the laws of the State of Florida, including, but not limited to:

- A. To provide goods, services and/or products that are created, manufactured, sold, resold, recreated or remanufactured to anyone at any time or for any other purpose as set herein.

- B. To exercise all the rights and powers, conferred by the laws of the State of Florida upon profit corporations, including but without limiting the generality of the foregoing, to acquire, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its value, and to hold, invest, reinvest, manage, use, apply, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

## **ARTICLE IV.**

### **Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is five million (5,000,000) shares. Such shares shall be of a single class and shall have a no-par value.

## **ARTICLE V.**

### **Preemptive Rights**

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

## **ARTICLE VI.**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1626 Camden Avenue, Jacksonville, Florida, 32207, and the initial registered agent is M. Roger Chang.

**ARTICLE VII.**  
**Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased, from time to time, by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors are:

<b><u>Name</u></b>	<b><u>Addresses</u></b>
M. Roger Chang	12477 Mariah Ann Court South Jacksonville, Florida 32225

**ARTICLE VIII.**  
**Officers**

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<b><u>Name</u></b>	<b><u>Addresses</u></b>
M. Roger Chang	12477 Mariah Ann Court South Jacksonville, Florida, 32225

**ARTICLE IX.**  
**Indemnification**

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

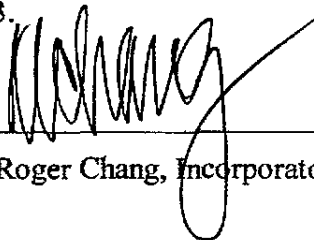
**ARTICLE X.**  
**Amendment**

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

**ARTICLE XI.**  
**Corporation Business**

The business of this corporation shall be conducted by the President, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold the majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be valued as if legally called and notified. The corporation may desire for the regulation of business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting and regulating provisions of the corporation, the Directors and Stockholders, including provisions governing issuance of stock certificates to replace lost or stolen stock certificates provided such provision are not contrary to the laws of the State of Florida.

**IN WITNESS WHEREOF**, The Subscriber and Incorporator has hereunto set his hand and seal this 10<sup>th</sup> day of June, 2003.

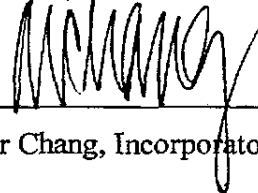
  
\_\_\_\_\_  
M. Roger Chang, Incorporator

## **DESIGNATION OF REGISTERED AGENT**

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent in Florida.

1. The name of the corporation is KOKOKABA, Inc.
2. The address of the registered office is 1626 Camden Avenue, Jacksonville, Florida, 32207.
3. The name of the registered agent at the registered office is M. Roger Chang.

KOKOKABA, Inc.



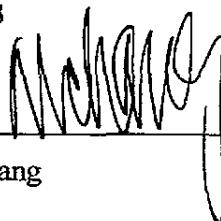
M. Roger Chang, Incorporator

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CLERK OF STATE  
TALLAHASSEE FLORIDA

## **ACCEPTANCE AS REGISTERED AGENT**

I, M. Roger Chang, having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, do 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.

Dated: June 10, 2003



M. Roger Chang