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DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135- 311-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (306) 541-3694

FAX: (306) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NKIRU INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000000250

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/06/1995

TIME REQUESTED: 16:06:31

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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ARTICLES OF INCORPORATION
OF
NKIRU INTERNATIONAL, INC.

FILED
JAN 10 1995
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JAN 10 1995

ARTICLE I - NAME

The name of this corporation is:

NKIRU INTERNATIONAL, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the state of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of initial registered office of this corporation is 155 South Miami Avenue, Suite 1100
City of MIAMI County of DADE
State of Florida, and the name of the initial registered agent of this corporation at this address is BRIAN S. HELLER
as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:
155 South Miami Avenue, Suite 1100
Miami, Florida 33130

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Ave., #1100, Miami, Florida 33130 (305) 374-6288

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either 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 is:

NAME
DAVID O. MWALUPUE

ADDRESS
155 South Miami Ave., #1100
MIAMI, FL. 33130

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these

articles is: DAVID O. MWALUPUE
155 South Miami Ave., #1100
MIAMI, FL. 33130

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of NKIRU INTERNATIONAL, INC. this 6th day of January, 1995.

STATE OF FLORIDA)
COUNTY OF DADE) SS

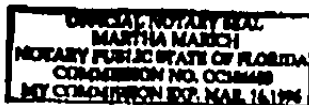
DAVID O. MWALUPUE
SUBSCRIBER

BEFORE ME, a Notary Public authorized to take acknow-

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ledgments in the State and County above set forth, personally appeared DAVID O. NWALUPUE known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of January, 1995.



Martha March
NOTARY PUBLIC, State of Florida
at Large.

My commission expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

[Signature]
REGISTERED AGENT

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(Registrar's Name)

BRIAN S. HELLER
LAW OFFICES OF ALVIN HELLER
SUITE 1100
155 SOUTH MIAMI AVENUE
MIAMI, FLORIDA 33130

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-12/19/95--01006--019
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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2. _____ (Corporation Name) _____ (Document #)

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AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of FLORIDA, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: NKIRU INTERNATIONAL INC.

1a. Date of incorporation January 9, 1995 Document number P95000001748

2. The name and address of the present registered agent and office:

BRIAN S. HELLER

155 South Miami Avenue, Suite 1100, Miami, Florida 33130

3. The name and address of the successor registered agent and office:
(P. O. BOX NOT ACCEPTABLE)

DAVID NWALUPUE

4801 South University Drive, Suite 247, David, Florida 33328

The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors.

SIGNATURE DAVID NWALUPUE

(President or Vice President)

DATE 5/10/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE DAVID NWALUPUE

(Registered Agent)

DATE MAY 10, 1995

FILING FEE: ~~\$20.00~~
\$35.00

DIVISION OF CORPORATION - P. O. BOX 6327 - TALLAHASSEE, FL 32314