



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0110 • Fax (302) 575-1346

Jan 1, 1995
P95000009025

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Koesner Corporation
P3312920KONAP

400001394724
-02/01/95--01015--012
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find:

- Articles of Incorporation
- payment of \$70.00

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Kimberly Andras

enc.

FILED
JAN 31 PM 6 06
STATE OF FLORIDA
TALLAHASSEE

H. SIMS FEB - 2 1995

ARTICLES OF INCORPORATION
OF
Koesner Corporation

FILED
JAN 31 PM 6 03
1995

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Koesner Corporation.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 200 SE 15 Rd., Suite 12-1; Miami FL 33129.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

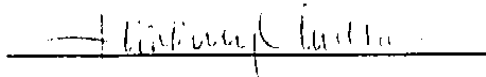
Jerry Napadenschi 200 SE 15 Rd. Suite 12-1; Miami FL 33129

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 11th day of January, 1995.




State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of January, 1995 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE

And Notary Public
Since October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

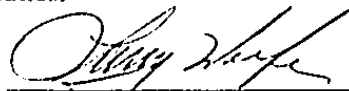
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

FILED
JAN 31 PM 6 00
CLERK OF DISTRICT COURT
STATE OF FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this KOESNER CORPORATION
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Miami, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

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.


Larry Wolfe

Date _____