

P95000022665

LAW OFFICES

PHILIP M. ZYNE, P.A.

(FORMERLY WALTERS, COSTANZO & ZYNE)

"THE IMMIGRATION LAWYERS"

SUNBANK INTERNATIONAL CENTER

SUITE 2100

1 B E. 3rd AVENUE

MIAMI, FLORIDA 33131

March 17, 1995

PHILIP M. ZYNE

HADIM SALEEBY

AMIR H. SALEH

SARINO R. COSTANZO

DAVID M. WALTERS

OF COUNSEL

MIAMI (305) 378-2681

FAX (305) 388-7809

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: KSP ENTERPRISES, INC.

Gentlemen:

Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is a money order in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

PHILIP M. ZYNE, P.A.

By:

Sarino R. Costanzo

FILED
MAR 20 1995
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SRC:bg

Encs: As stated

RECORDED & INDEXED
MAR 20 1995
FBI - MIAMI

ARTICLES OF INCORPORATION

OF

KSP ENTERPRISES, INC.

FILED
25 MAR 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: **KSP ENTERPRISES, INC.**

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

A. To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, including but not restricted to tools, and equipment, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into, the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

B. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats,

buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, night clubs, discos, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaries, and purveyors, suppliers, preparers, servers and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas; and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

C. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter

lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

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 AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is 1 S.E. 3rd Avenue, Suite 2150, County of Dade, State of Florida 33131, and the name of the initial registered agent of this corporation at this address is:
IGOR V. SAVCHENKO.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 names and addresses of the initial directors of this corporation are:

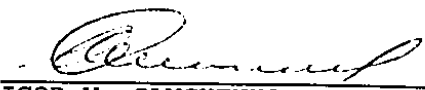
<u>NAME</u>	<u>ADDRESS</u>
IGOR V. SAVCHENKO	1 S.E. 3rd Avenue Suite 2150 Miami, Florida 33131
PASTREVICH ALEXANDER	1 S.E. 3rd Avenue Suite 2150 Miami, Florida 33131
KULAKOVA EMMA	1 S.E. 3rd Avenue Suite 2150 Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
IGOR V. SAVCHENKO	1 S.E. 3rd Avenue Suite 2150 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of KSP ENTERPRISES, INC., this 17th day of March, 1995.

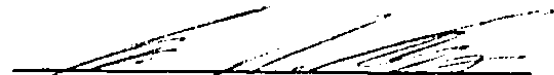


IGOR V. SAVCHENKO

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared IGOR V. SAVCHENKO, 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 17th day of March, 1995.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



FILED
25 MAR 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That KSP ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, and State of Florida, has named IGOR V. SAVCHENKO whose address is 1 S.E. 3rd Avenue, Suite 2150, City of Miami, County of Dade, State of Florida 33131 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



IGOR V. SAVCHENKO