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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KENDTEK, INC.
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APR 18 1995
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
KENDTEK, INC.

ARTICLE I
NAME

The name of the Corporation formed hereunder will be KENDTEK, INC. The principal place of business/address is 8811 S.W. 132 Place, Unit 102, Miami, Florida 33186.

ARTICLE II
PURPOSE

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United State of America and the State of Florida.

ARTICLE III
DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV
CAPITAL STOCK

The total number of shares stock which the corporation hereunder shall be authorized to issue shall be 500 shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s), 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. Directors will be elected or appointed in the manner set forth in the bylaws of the corporation. The name (s) and address (es) of the initial director(s) of this corporation is (are):

JOHN AUSTIN
8811 S.W. 132 Place
Unit 102
Miami, Florida 33186

Prepared by:
Bruce Margulies
FIB at 354414
16105 NE 18 AVE
N. Miami Beach, FL 33162
305 945 6522

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JOSEPH RUFFINO
8811 S.W. 132 Place
Unit 102
Miami, Florida 33186

ARTICLE VI
INCORPORATOR

The name and address of the incorporator signed these Articles of Incorporation is: JOSEPH RUFFINO, 8811 S.W. 132nd Place, Unit 102, Miami, Florida 33186.

ARTICLE VII
BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by Shareholder, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII
AMENDMENT

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 reservation.

ARTICLE IX
ASSETS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior shareholders' approval.

ARTICLE X
REGISTERED AGENT

The Registered Agent of this corporation shall be BRUCE M. MARGULIES, 16105 N.E. 18th Avenue, No. Miami Beach, FL 33162.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all the following powers:

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(a) To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm or corporation.

(b) At its option, to purchase and acquire any or all of its stock owned and held by any set shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation is not impaired.

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired.

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A Pension Plan;
- (ii) A profit-sharing plan;
- (iii) A restricted stock option plan;
- (iv) A medical reimbursement plan;
- (v) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set (his) hand and seal this 11 day of April, 1995 the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, hereby certifying that the facts herein stated are true and accurate to the best of (his) knowledge, information and belief.


JOSEPH RUFFINO, Incorporator

STATE OF FLORIDA

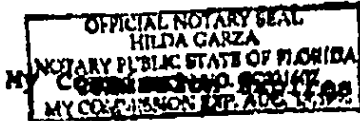
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared JOSEPH RUFFINO, that after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that (he) execute same freely and voluntarily for the purpose therein expressed.

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WITNESS my hand and official seal at _____
 County, Florida, this _____ day of _____, 1995.



Hilda Garza
 Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of KENDTEK, INC., accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

Dated at Miami, Dade County, Florida this 16 day of April, 1995.

Bruce W. Margulies
 BRUCE W. MARGULIES,
 Registered Agent

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FILED
 05/12/95 PM 2:43
 CLERK OF COURT

Law Offices
MARGULIES & RONES, P.A.
16105 N.E. 18 AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

M. MARK MARGULIES
VICTOR K. RONES
BRUCE M. MARGULIES

DADE (305) 945-6522

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February 5, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-02/13/96--01032--003
*****35.00 *****35.00

Re: Kendtek, Inc.

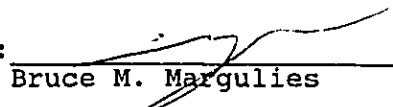
Dear Sirs:

Enclosed please find original Articles of Dissolution with Exhibit/Consent to be filed. We have enclosed our check in the amount of \$35.00 representing the fee for said filing.

Once this document has been filed, please return confirmation to the undersigned in the pre-addressed stamped envelope also enclosed herein.

Yours truly,

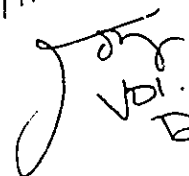
MARGULIES & RONES, P.A.

By: 
Bruce M. Margulies

BMM/hg
Encls.

FILED
96 FEB 12 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/15


Vol. Diss.

ARTICLES OF DISSOLUTION
OF
KENDTEK, INC.

FILED
96 FEB 12 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. The name of this Corporation is KENDTEK, INC., which was duly incorporated on April 18, 1995 by the State of Florida.

II. The name, title and post office address of each of the officers of the Corporation are as follows:

President: Joseph Ruffino
7615 S.W. 129 Court
Miami, Florida 33183

Vice President: John Austin
8811 S.W. 132 Place, Unit 102
Miami, Florida 33186

Secretary/Treasurer: Joseph Ruffino
7615 S.W. 129 Court
Miami, Florida 33183

III. The name and post office address of each of the directors of the Corporation are as follows:

Joseph Ruffino
7615 S.W. 129 Court
Miami, Florida 33183

John Austin
8811 S.W. 132 Place, Unit 102
Miami, Florida 33186

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. There are no remaining assets or property for distribution to the shareholders.

VI. There are no actions pending against the Corporation.


VII. The Corporation has elected to dissolve on a unanimous written consent of its shareholders and directors. A copy of the Consent is incorporated and attached as Exhibit "A".

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on the 28 day of JANUARY, 1996, in Dade County, Florida.

By: John W. Smith
President

ATTEST:

ATTEST:



Secretary

SEAL

SEAL

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared JOSEPH RUFFINO & JOHN AUSTIN
and _____, known to me and known by me to be
the persons who executed the foregoing Articles of Dissolution, and
they acknowledged before me they executed these Articles of
Dissolution of KENDTEK, INC., on behalf of the Corporation.

Charlene R. Ball
Notary Public
State of Florida at Large

My Commission Expires:

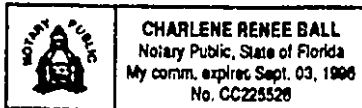


EXHIBIT "A"

CONSENT OF SHAREHOLDERS AND DIRECTORS
TO
DISSOLVE CORPORATION

Please be advised that:

WE, the undersigned do hereby constitute the sole shareholders and directors of the Corporation known as KENDTEK, INC., a Florida corporation. The Corporation has elected to dissolve through Articles of Dissolution of the Corporation, and the undersigned hereby consents to such dissolution.

IN WITNESS WHEREOF, the undersigned have executed this Consent to Dissolution of the Corporation, on the 28th day of JANUARY, 1996, in Dade County, Florida.

By: _____

Director/Shareholder

By: _____

Director/Shareholder

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared JOSEPH RUEFINO and JOHN AUSTIN, known to me and known by me to be the persons who executed the foregoing Articles of Dissolution, and they acknowledged before me they executed these Articles of Dissolution of KENDTEK, INC., on behalf of the Corporation.

Charlene R. Ball

Notary Public

State of Florida at Large

My Commission Expires:

