

P95000033099

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: K & B Retail, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital-Express SM	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(ies)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input checked="" type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

500001466455
1-04/27795-01004-018
****357.50 ****122.50

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN Will Pick Up 727 1200

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

FILED

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME.

The name of this corporation is K & R RETAIL, INC.

ARTICLE II - PURPOSE.

This corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway
Marathon, Florida 33050

and the name of the initial registered agent of this corporation at that address is:

Robert K. Miller

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one (1) director initially. The number of directors may

be increased from time to time by the bylaws. The name and address of the initial director is:

Richard G. Fortmann
1590 Dolphin Drive
Marathon, FL 33050

ARTICLE VI - INCORPORATORS.

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

Richard G. Fortmann
1590 Dolphin Drive
Marathon, FL 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 11833 Overseas Highway, Marathon, Monroe County, Florida 33050.

ARTICLE VIII - INDEMNIFICATION.

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

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 26 day of April, 1995.



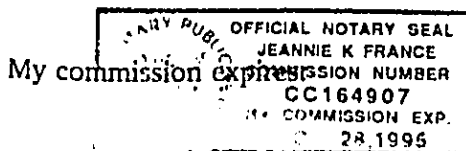
RICHARD G. FORTMANN

STATE OF FLORIDA)
 SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 26th day of April, 1995 by RICHARD G. FORTMANN, who is personally known to me ____ or who has produced his Nevada Drivers License, as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 26th day of April, 1995.



Jeannie K. France
NOTARY PUBLIC, State of Florida

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 49.091, Florida Statutes, the following is submitted:

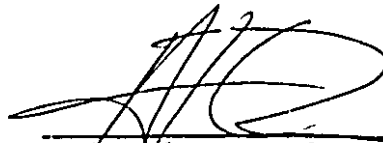
FIRST: THAT K & R RETAIL, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11833 Overseas Highway, Marathon, County of Monroe, State of Florida, has named Robert K. Miller, located at 2975 Overseas Highway, Marathon, Florida 33050, State of Florida, as its agent to accept service of process with Florida.

Richard G. Fortmann
RICHARD G. FORTMANN

FILED

95 APR 27 PM 1:03

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.



Registered Agent, Robert K. Miller

Dated: April 26, 1995.