

P950000043206

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 \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN -6 PM 12:21

File
First

EFFECTIVE DATE
6-1-95

DB 6/6/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	W		

WALK-IN Will Pick Up 60

RE: Keith & Kim Investment, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input 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(s)		
<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	700001508397 -05 209/95-01047-015 ****122.50 ****122.50	
<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 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.		
SUBTOTALS		

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

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
OF
KEITH & KIM INVESTMENT, INC.

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95 JUN -6 PM 12:21

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporators of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I.
NAME AND LOCATION OF AGENT AND OFFICES

SECTION 1.1 NAME:

The name of the corporation shall be KEITH & KIM INVESTMENT, INC.

SECTION 1.2 PRINCIPAL OFFICE or MAILING ADDRESS:

The principal office or mailing address of the corporation shall be 10019 NORTH DALE MABRY HWY, TAMPA, FL 33618. The corporation may change the forgoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determined.

SECTION 1.3 INITIAL REGISTERED AGENT AND OFFICE; STATEMENT OF ACCEPTANCE:

The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be HUN T. KIM. The initial Registered Office street address of the Registered Agent shall be 10019 NORTH DALE MABRY HWY, TAMPA, FL 33618. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II.
DURATION AND COMMENCEMENT

SECTION 2.1 DURATION:

The corporation shall have perpetual existence, or until dissolved according to law.

SECTION 2.2 COMMENCEMENT OF CORPORATE EXISTENCE:

The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgement hereof.

ARTICLE III.
PURPOSE AND POWERS

SECTION 3.1 PURPOSE:

The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

SECTION 3.2 POWERS:

The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act

ARTICLE IV.
AUTHORIZED SHARES

SECTION 4.1 CLASS, NUMBER, PAR and, DESCRIPTION:

The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred(500) shares at One Dollar(\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

EFFECTIVE DATE
6-1-95

SECTION 4.2 CONSIDERATION:

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

SECTION 4.3 NO PREEMPTIVE RIGHTS:

The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

SECTION 4.4 PLURALITY VOTING:

Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

**ARTICLE V.
GENERAL**

SECTION 5.1 AMENDMENT:

The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

SECTION 5.2 ORGANIZATION MEETING OF DIRECTORS:

After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

SECTION 5.3 INITIAL DIRECTORS:

The number of directors constituting the initial Board of Directors shall be two (2), which number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws. The name and address of initial members of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, are as follows:

HUN T. KIM
10019 NORTH DALE MABRY HWY
TAMPA, FL 33618

KEITH E. FARMER
1251 BEACON POINT DR. # 619
JACKSONVILLE, FL 32246

SECTION 5.4 INCORPORATORS:

The name and address of the incorporators executing this instrument are as follows:

HUN T. KIM
10019 NORTH DALE MABRY HWY
TAMPA, FL 33618

KEITH E. FARMER
1251 BEACON POINT DR. # 619
JACKSONVILLE, FL 32246

IN WITNESS WHEREOF, the undersigned executed this instrument this 1st day of
June, 1995.

SIGNATORY:


HUN T. KIM


KEITH E. FARMER

KEITH & KIM INVESTMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION

95 JUN -5 PM 12:21

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

KEITH & KIM INVESTMENT, INC.

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

HUN T. KIM
10019 NORTH DALE MABRY HWY
TAMPA, FL 33618

Signature: Kim-huntai

Title: REGISTERED AGENT

Date: 6-1-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Kim-huntai

Date: 6-1-95